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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
SOUTHERN DIVISION**

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CLERK U.S. DISTRICT COURT
CENTRAL DIST. OF CALIF.
SANTA ANA
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FILED

MICHAEL HARTLEIB,

Plaintiff,

v.

SIRIUS SATELLITE RADIO INC.,
JOSEPH P. CLAYTON, MEL
KARMAZIN, LEON D. BLACK, JAMES
F. MOONE, MICHAEL J. MCGUINESS,
WARREN N. LIEBERFARB, JAMES P.
HOLDEN, LAWRENCE F. GILBERTTI,
XM SATELLITE RADIO HOLDINGS,
INC., GARY M. PARSONS, HUGH
PANERO, NATHANIAL A. DAVIS,
THOMAS J. DONOHUE, RANDALL T.
MAYS, RANDY S. SEGAL, JACK
SHAW, RAJENDRA SINGH, RONALD L.
ZARRELLA, STELIOS PATSIOKAS,
HEINZ STUBBLEFIELD, JOSEPH M.
TITLEBAUM, JOHN R. WORMINGTON,
INTEROPERABLE TECHNOLOGIES LLC,
MICHAEL LEDFORD, DAVID FREAR,
PATRICK DONNELLY, MICHAEL
DELUCA,

Defendants.

Case No. SACV08-00790 CJC (ANx)

VERIFIED FIRST AMENDED
COMPLAINT FOR VIOLATIONS OF THE
FEDERAL RACKETEER INFLUENCED
AND CORRUPT ORGANIZATIONS ACT,
BREACH OF FIDUCIARY DUTY, AND
THE SHERMAN ACT

COMPLAINT

1 Plaintiff Michael Hartleib, ("Plaintiff" or "Hartleib") by
 2 his attorneys, HORWITZ, CRON & JASPER, for his Complaint against
 3 defendants, SIRIUS SATELLITE RADIO INC., JOSEPH P. CLAYTON, MEL
 4 KARMAZIN, LEON D. BLACK, JAMES F. MOONE, MICHAEL J. MCGUINNESS,
 5 WARREN N. LIEBERFARB, JAMES P. HOLDEN, and LAWRENCE F. GILBERTTI,;
 6 XM SATELLITE RADIO HOLDINGS, INC., GARY M. PARSONS, HUGH PANERO,
 7 NATHANIAL A. DAVIS, THOMAS J. DONOHUE, RANDALL T. MAYS, RANDY S.
 8 SEGAL, JACK SHAW, RAJENDRA SINGH, RONALD L. ZARRELLA, STELIOS
 9 PATSIOKAS, HEINZ STUBBLEFIELD, JOSEPH M. TITLEBAUM, JOHN R.
 10 WORMINGTON, INTEROPERABLE TECHNOLOGIES LLC, MICHAEL LEDFORD, DAVID
 11 FREAR, PATRICK DONNELLY, MICHAEL DELUCA, alleges the following:

12 JURISDICTION AND VENUE

13 1. This Court has jurisdiction over the claims for relief
 14 under § 1964 of Title 18 (RICO), United States Code; by § 1 and 2
 15 of Title 15, United States Code (Sherman Act) by §§ 15 and 22 of
 16 Title 15, United States Code (Clayton Act); by § 1331 of Title
 17 28, United States Code (federal question); by § 1332 of Title 28,
 18 United States Code (diversity jurisdiction); by § 1337 of Title
 19 28, United States Code (regulation of commerce); and by § 1367 of
 20 Title 28, United States Code (supplemental jurisdiction). The
 21 amount in controversy, exclusive of interest and costs, exceeds
 22 the jurisdictional minimum of this Court.

23 2. Personal jurisdiction and venue are predicated upon §
 24 1965(a) and (b) of Title 28, United States Code; § 1391(b) and
 25 (d) of Title 18, United States Code; § 22 of Title 15, United
 26 States Code; and California Code of Civil Procedure § 410.10.
 27 Many of the acts alleged were made in or to locations in this
 28 District. Defendants Sirius and XM have a substantial presence

1 in this District.

2 3. In connection with the acts alleged in this complaint,
3 defendants, directly or indirectly, used the means and
4 instrumentalities of interstate commerce, including, but not
5 limited to, the mails, interstate telephone communications, the
6 Internet, and the facilities of the national securities markets.
7 The conspiracy alleged in this complaint spans multiple
8 districts. Due to the fact that individuals believed to be
9 domiciled in New York, and which Hartleib believes discovery will
10 show are co-conspirators with Defendants, there is no other
11 District which could assume jurisdiction over all defendants.

12 **PRELIMINARY STATEMENT**

13 4. This is an action to recover treble damages, costs, and
14 attorney's fees for violations of the Federal Racketeer
15 Influenced and Corrupt Organizations Act, 18 U.S.C. § 1961 et
16 seq. ("RICO Act"); for violations of the officers and directors
17 fiduciary duties to the corporation and its shareholders
18 ("Fiduciary Violations"); and violations of 15 U.S.C. §§ 1 and 2
19 ("Sherman Act").

20 5. Claims brought derivatively on behalf of Sirius
21 Satellite Radio Inc. by shareholder Michael Hartleib include
22 those for Racketeering, Anti Trust violations and breach of
23 fiduciary duty by the directors and officers of Sirius Satellite
24 Radio Inc. The direct claim against the controlling shareholders
25 of Sirius Satellite Radio Inc. is for breach of fiduciary duty.
26 The controlling shareholders used information not shared with
27 Michael Hartleib in such a way to cause him to be injured in a
28 way that they were not.

1 6. Defendants conspired to mislead the shareholders of
2 Sirius Satellite Radio Inc., disregard an FCC mandate, stifle
3 competition, and retard the growth of the satellite radio
4 industry in order monopolize the industry. The conspiracy
5 successfully caused Sirius Satellite Radio Inc. and XM Satellite
6 Radio Holdings, Inc. to merge on or about June 29, 2008. On that
7 date, Sirius Satellite Radio Inc. acquired XM Satellite Radio
8 Holdings, Inc. in a stock swap. Prior to closing, the merger was
9 described as a "merger of equals" by management. However, as a
10 result of the merger, Sirius Satellite Radio Inc. took on
11 approximately \$620 million in debt from XM Satellite Radio
12 Holdings, Inc. The individual Board of Directors ("Board") and
13 officers of Sirius Satellite Radio Inc. refinanced the debt on
14 such bad terms that the merger severely damaged the value of
15 Sirius Satellite Radio Inc.

16 7. The Board and officers of Sirius Satellite Radio Inc.
17 grossly mismanaged its operations by engaging in reckless
18 financing of the merger with XM Satellite Radio Holdings, Inc.
19 The Board and officers of Sirius Satellite Radio Inc. ignored
20 warning signs that the merger with XM Satellite Radio Holdings,
21 Inc. would severely damage Sirius Satellite Radio Inc. Shares of
22 Sirius Satellite Radio Inc. traded at approximately \$2.00 per
23 share prior to the merger, but are now trading at approximately
24 \$0.29 per share.

25 8. Various officers and directors of Sirius Satellite
26 Radio Inc. were aware of the problems that financing Sirius
27 Satellite Radio Inc.'s debts would cause and either sold, or pre-
28 arranged scheduled sales of their shares in order to avoid the

1 loss which they knew or suspected would be inflicted on Sirius
2 Satellite Radio Inc.

3 9. Defendants knowingly and purposefully refused to comply
4 with an FCC mandate requiring Sirius Satellite Radio Inc. and XM
5 Satellite Radio Holdings, Inc. to release interoperable radios
6 that could receive the satellite radio signal of both companies.
7 Without an interoperable radio, the only way to switch between
8 signals of Sirius Satellite Radio Inc. and XM Satellite Radio
9 Holdings, Inc. is to switch radios, or acquire two radios.
10 Physically switching radios is a substantial and costly deterrent
11 to switching services, particularly in the case of an automobile
12 where there are additional installation fees and the issue of
13 dashboard compatibility. Defendants used this deterrent effect
14 to charge higher rates for their services - there was no
15 realistic source of competition that subscribers could turn to.
16 However, this strategy was extremely short sighted.

17 10. Sirius Satellite Radio Inc. lost the opportunity to
18 expand its market to people who would be attracted by the
19 combined programming of XM Satellite Radio Holdings, Inc. and
20 Sirius Satellite Radio Inc., but not by the programming of either
21 company alone. Instead, as a result of the delay in deploying
22 interoperable radios, Sirius Satellite Radio Inc. and XM
23 Satellite Radio Holdings, Inc. have lost market share to other
24 competitors offering services over cellular devices and the
25 internet. This intentional and reckless conduct, in combination
26 with the financing of the merger, caused severe damage to Sirius
27 Satellite Radio Inc.

28 11. HARTLEIB did not make a pre-suit demand on the Board

1 because such an act would be futile. As set forth in further
2 detail below, the Board is entrenched and the directors are
3 marred with conflicts of interest. Hartleib made numerous
4 demands that the merger be aborted and in fact attempted to stop
5 it. In addition, the Board's failure to put the financial
6 interests of Sirius Satellite Radio Inc. ahead of their own
7 interests is evidence that the Board will not take any action
8 against itself or its colleagues and friends. To remedy the
9 boards malfeasance and breaches of fiduciary duty, HARTLEIB
10 brings this action on behalf of Sirius Satellite Radio Inc.

11 **PARTIES AND RELATED NON-PARTIES**

12 12. Plaintiff Michael Hartleib is, and at all times
13 relevant was, owner of approximately 102,000 common shares of
14 Sirius' voting stock issued and outstanding.

15 13. Corporate Defendants (sometimes referred to in the
16 collective as the "Corporate Defendants" or individually as
17 "Corporate Defendant") are: Sirius Satellite Radio Inc., a
18 Delaware corporation and its subsidiaries ("Sirius"); XM
19 Satellite Radio Holdings, Inc., a Delaware corporation and its
20 subsidiaries ("XM"); Interoperable Technologies LLC, a Florida
21 limited liability company and its subsidiaries ("Interoperable
22 Technologies"). The Individual Defendants are: the officers and
23 directors of Sirius (JOSEPH P. CLAYTON, MEL KARMAZIN, LEON D.
24 BLACK, JAMES F. MOONE, MICHAEL J. MCGUINESS, WARREN N.
25 LIEBERFARB, JAMES P. HOLDEN, and LAWRENCE F. GILBERTTI
26 collectively "Individual Sirius Defendants" or "Individual
27 Defendants"); the officers and directors of XM; (GARY M. PARSONS,
28 HUGH PANERO, NATHANIAL A. DAVIS, THOMAS J. DONOHUE, RANDALL T.

1 MAYS, RANDY S. SEGAL, JACK SHAW, RAJENDRA SINGH, RONALD L.
2 ZARRELLA, STELIOS PATSIOKAS, HEINZ STUBBLEFIELD, JOSEPH M.
3 TITLEBAUM, and JOHN R. WORMINGTON collectively "Individual XM
4 Defendants" or "Individual Defendants"); the managers of
5 Interoperable Technologies (MICHAEL LEDFORD, DAVID FREAR, PATRICK
6 DONNELLY, MICHAEL DELUCA STELIOS PATSIOKAS, JOSEPH TITLEBAUM,
7 collectively "Individual Interoperable Technologies Defendants"
8 or "Individual Defendants").

9 **STATEMENT OF FACTS**

10 **A. Pattern of Racketeering Activity**

11 14. Hartleib re-alleges and incorporates herein by reference
12 each of the foregoing paragraphs and further alleges as follows:

13 15. Hartleib is a person within the meaning of 18 U.S.C.
14 §1964(c) and at all relevant times, Hartleib and each of the
15 Defendants were persons within the meaning of 18 U.S.C. §1961(3).

16 16. For purposes of 18 U.S.C. §§1961(3) and 1962(a) through
17 (d), the enterprise at issue is an association-in-fact of the
18 Defendants together with as of yet unknown co-conspirators - "the
19 Enterprise."

20 17. The Defendants conducted or participated in the conduct
21 of the Enterprise's affairs through a pattern of racketeering
22 activity and worked together to orchestrate and receive the
23 benefits of their predicate acts in violation of U.S.C. §1962(a)
24 through (d), and conspired to violate 18 U.S.C. §1962(c) and (b).

25 18. Additional wrongdoers that may be part of the
26 Enterprise include those employees, officers and agents of the
27 Corporate Defendants and other entities or co-conspirators that
28 participated with the Enterprise in the acts complained of.

1 19. In connection with the acts complained of in this
2 complaint, the Enterprise, directly or indirectly, used the means
3 and instrumentalities of interstate commerce, including, but not
4 limited to, the mails, interstate telephone communications, the
5 Internet, e-mail, and the national securities markets.

6 20. Sirius and XM are the nation's only Satellite Digital
7 Audio Radio Service (SDARS) licensees. Their signal is heard
8 throughout the United States and Canada. Their subscribers pay
9 for their services in the several states and in Canada.
10 Accordingly, they are engaged in interstate and foreign commerce.

11 21. In 1997, XM and Sirius were granted their respective
12 Satellite Digital Audio Radio Spectrum ("SDARS") licenses by the
13 Federal Communications Commission ("FCC" or "Commission").

14 22. When the licenses were granted, Sirius and XM were
15 prohibited by the FCC from combining their portions of SDARS
16 Spectrum and required to jointly develop and provide to the
17 public a satellite radio receiver capable of receiving the
18 signals of both Sirius and XM, an "interoperable radio." Both
19 requirements were designed to foster competition and the benefits
20 of competition including lower rates and a more developed
21 industry.

22 23. Each license was expressly conditioned on "their
23 systems includ[ing] a receiver that will permit end users to
24 access all licensed SDARS systems that are operational or under
25 construction." (The "interoperable mandate").

26 24. Rather than deploying an interoperable radio, the
27 individual Sirius and XM defendants, and XM agreed upon a plan to
28 merge to thwart both FCC requirements. This agreement

1 constitutes the initial formation of the Racketeering Enterprise
2 constituted by the individual Defendants, XM, and eventually,
3 Interoperable Technologies.

4 25. Beginning on or before January 2002, the Individual
5 Sirius and XM defendants began work on a plan to combine their
6 respective portions of the SDARS Spectrum. Their objective was to
7 monopolize SDARS.

8 26. Defendants' plan to merge and evade the FCC
9 interoperable mandate was part of a twofold scheme. The first
10 element of the scheme was to monopolize SDARS through merging XM
11 and Sirius. The merger was to be accomplished by defrauding the
12 Shareholders of Sirius and the FCC of enforcement of FCC
13 regulations. The second element was to maintain artificially
14 high rates for the subscriber services of Sirius and XM by
15 limiting competition between XM and Sirius. Competition between
16 XM and Sirius was limited by defrauding the Shareholders of
17 Sirius and the FCC of enforcement of FCC regulations.

18 27. Merger discussions began in 2001 but were called off
19 until 2006 when discussions began in earnest.

20 28. These discussions resulted in Sirius and XM announcing
21 their entry into a Merger Agreement on February 17, 2007.

22 29. The announcement of the merger was followed by
23 submission of applications to the FCC seeking approval of the
24 merger and, of necessity, removal of the prohibition against
25 combining their respective portions of the SDAR Spectrum each was
26 licensed to use.

27 30. On February 16, 2000, the Individual XM and Sirius
28 defendants caused XM and Sirius to enter into a Joint Development

1 Agreement to develop the receiver allowing end users to access
2 all licensed SDARS systems that are operational or under
3 construction.

4 31. As part of the Joint Development Agreement, XM and
5 Sirius exchanged their respective proprietary information and
6 intellectual property with each other and formed a joint venture
7 owned and funded by XM and Sirius called "Interoperable
8 Technologies LLC." At this point, Defendants, by virtue of their
9 plan and steps taken to execute their plan, had formed a formal
10 organization for the commission of crimes in the form of a joint
11 venture.

12 32. The Joint Press Release issued by Sirius and XM (dated
13 February 16, 2000) stated that the companies had -
14 ... today announced an agreement to develop a unified standard
15 for satellite radios. The standard is expected to
16 accelerate growth of the satellite radio category by
17 enabling consumers to purchase one radio capable of
18 receiving both companies' broadcasts. ... The unified standard
19 will represent a second generation of satellite radios. All
20 future agreements with automakers and radio partners will
21 specify the new satellite radio standard."

22 33. The Press Release quoted David Margolese, Chairman and
23 CEO of Sirius and Hugh Panero, XM President and CEO in a joint
24 statement that said, "This standard is good news both for the
25 consumers and for the category. This will allow for reduced
26 subscriber acquisition costs, more satellite radios in the
27 marketplace, and a simplified choice for consumers." The
28 statement was issued.

1 34. On October 6, 2000, the Individual Sirius and XM
2 Defendants filed a letter with the FCC announcing their agreement
3 to develop a unified standard for satellite radios and stated
4 that interoperable chips capable of allowing end users to receive
5 both XM's and Sirius' services would be produced in volume by
6 mid-2004.

7 35. In the Joint Development Agreement, the Defendants
8 cited timelines (and specific dates) in which interoperable
9 receivers would be introduced in the marketplace with numbers in
10 the hundreds of thousands.

11 36. Section 14.02 of the Joint Development Agreement
12 expressly provides: "Catastrophic Loss Backup. XM and Sirius
13 shall negotiate in good faith with respect to an agreement to
14 provide service to the other's subscribers in the event of a
15 catastrophic failure of the XM Radio System or the Sirius Radio
16 System".

17 37. The Individual Sirius Defendants in their 2002 and 2003
18 SEC filings that they "were required to develop and deploy
19 interoperable radios." (Emphasis added.)

20 38. The 2004 10-K filed with the Securities and Exchange
21 Commission ("SEC") for Sirius stated that under the Joint
22 Development Agreement, any new agreements with automakers will be
23 on a non-exclusive basis and will require that such automakers
24 install radios capable of receiving both Sirius and XM Radio's
25 satellite radio services as soon as such interoperable radios
26 become available.

27 39. According to an SEC S-4 (pp. 20-21) filed with the SEC
28 in late 2002 and early 2003, representatives of Sirius contacted

1 representatives of XM, and despite the FCC's restriction imposed
2 on their licenses prohibiting them from combining said licenses,
3 engaged in discussions about the possibility of a business
4 combination between the two licensees (i.e., a merger).

5 40. These initial merger discussions ended without any
6 agreement to merge.

7 41. On information and belief, ceasing discussions of a
8 merger was due in part, to the fact that at this time Dish and
9 Direct TV, the two sole satellite TV providers, attempted a
10 merger whose approval was denied by the FCC and/or Department of
11 Justice ("DOJ") indicating that the regulatory environment for
12 approval of a merger of the only two satellite radio licensees
13 was unfavorable.

14 42. On January 2, 2005, Thomas S. Tcyz, Chief of the FCC's
15 Satellite Division of its International Bureau, wrote a letter
16 asking the licensees to provide an updated status report of their
17 efforts to develop an interoperable radio receiver.

18 43. The individual XM and Sirius Defendants responded to
19 Mt. Tcyz's letter with a joint letter dated March 14, 2005, a
20 copy of which was available through its on-line database.
21 Accordingly, the communication was made in California and
22 Washington, D.C.

23 44. However, on information and belief, this letter was
24 deliberately removed from that database.

25 45. A photocopy of this letter, stamped "RECEIVED MAR 14
26 2005" by the Federal Communication Commission Office of Secretary
27 is attached hereto as **Exhibit A**.

28 46. The letter states in pertinent part:

1 "XM and Sirius jointly submit this letter in response to
2 your request, and reconfirm their compliance with Section
3 25.144(a)(3)(ii) of the Commission's rules by including
4 interoperable radios in their respective system designs...
5 [The companies have] spent nearly five million dollars to
6 fund the efforts to develop interoperable chip sets and
7 expect to spend more in the future. Both Sirius and XM are
8 optimistic that, at a minimum, a prototype for this type of
9 interoperable radio (i.e., a receiver using a common
10 antenna, a common RF tuner, and two baseband modules, one
11 for XM and one for Sirius) will be completed by the joint
12 venture in 2005." (Emphasis added.)

13 47. This letter, transmitted via mail or the wires,
14 constitutes a false pretense and representation. It was designed
15 and intended to forestall FCC action and allow Defendants to
16 charge artificially high rates for XM and Sirius services. It
17 was also designed and intended to fool the shareholders of Sirius
18 into believing that the deployment of an interoperable radio to
19 the public (and thus an expansion of Sirius' market) was in the
20 immediate future and to hold on to their shares. In fact, it was
21 the intent of the individual Defendants, XM and Interoperable
22 Technologies to delay compliance with the interoperable mandate
23 as long as possible.

24 48. On April 16, 2007, the FCC granted Sirius an
25 authorization for a new satellite radio receiver, the FM-5, Call
26 Sign S2710, stating: "The authority granted herein to operate
27 Sirius FM-5 is without prejudice to any action that the
28 Commission may take regarding Sirius's compliance with the

1 requirement that its system include a receiver that will permit
2 end users to access all licensed SDARS systems that are
3 operational or under construction."

4 49. In the transcript of a conference call to analysts
5 and/or shareholders, David Frear, Chief Financial Officer of
6 Sirius and a Manager of Interoperable Technologies LLC, is
7 recorded as stating that in early 2006, Interoperable
8 Technologies announced:

9 Interoperable Technologies, founded in 2003, is in the
10 process of designing and architecting these dual-mode
11 satellite radios, with the help of regular consultations
12 from both XM and Sirius. In 2005 they successfully
13 completed the design of a radio capable of receiving both
14 services, and have a timeline to bring a receiver to market
15 this year.

16 50. This call (believed to have been made to locations in
17 New York, Washington, D.C. and California) was transmitted over
18 the wires, and constitutes a false pretense and representation.
19 It was designed and intended to forestall FCC action and allow
20 Defendants to charge artificially high rates for XM and Sirius
21 services. It was also designed and intended to fool the
22 shareholders of Sirius into believing that the deployment of an
23 interoperable radio to the public (and thus an expansion of
24 Sirius' market) was in the immediate future and to hold on to
25 their shares. In fact, it was the intent of the individual
26 Defendants, XM and Interoperable Technologies to delay compliance
27 with the interoperable mandate as long as possible.

28 51. The portion of the transcript of Mr. Frear's foregoing

1 comments regarding Interoperable Technologies' work on
2 interoperability appears to have been subsequently removed from
3 public access.

4 52. Interoperable Technologies also announced on its web
5 site that these combined services would be available for \$26.00
6 per month. This communication was in part targeted to and made
7 to individuals in this District. It is believed to have
8 originated in Florida where Interoperable Technologies has its
9 principle place of business.

10 53. This communication, transmitted over the wires,
11 constitutes a false pretense and representation. It was designed
12 and intended to forestall FCC action and allow Defendants to
13 charge artificially high rates for XM and Sirius services. It
14 was also designed and intended to fool the shareholders of Sirius
15 into believing that the deployment of an interoperable radio to
16 the public (and thus an expansion of Sirius' market) was in the
17 immediate future and to hold on to their shares. In fact, it was
18 the intent of the individual Defendants, XM and Interoperable
19 Technologies to delay compliance with the interoperable mandate
20 as long as possible.

21 54. Interoperable Technologies' web site was temporarily
22 shut down shortly after this information made its way to public
23 forums on the Internet, such as *Orbitcast* and *Satellite Standard*
24 *Group*.

25 55. Then Interoperable Technologies LLC posted the following
26 statement on its web site, on information and belief,
27 intentionally doing so without a date, but apparently in 2006 or
28 2007:

1 It is acknowledged that SIRIUS, XM and their manufacturing
2 partners already produce receivers that permit end users to
3 access all Satellite Digital Audio Radio systems in
4 compliance with FCC interoperability obligations.

5 Furthermore, there currently is no assurance that the XM or
6 Sirius manufacturing partners will build dual-mode radios,
7 that they will be cost competitive, or that any significant
8 market for dual-mode radios will develop. Even so,

9 Interoperable Technologies stands to develop the opportunity
10 for dual-mode satellite radio technology. (Emphasis added.)

11 56. The statement is still visible on the web at:

12 www.selectsatelliteradio.com/about_us.html.

13 57. This statement confirms that the companies were
14 technically capable of complying with the interoperability
15 mandate's requirement that the dual use radios be deployed, but
16 elected to not introduce these radios into the marketplace. Not
17 only was this action in violation of the FCC mandate, but it had
18 the effect of extending the period during which there was only
19 limited competition between the two companies. It appears
20 intended to simultaneously give lip service to compliance with
21 the interoperable mandate, but at the same time, provide some
22 sort of excuse as to why radios (as opposed to receivers?) are
23 not on the market. This communication was in part targeted to
24 and made to individuals in this District. It is believed to have
25 originated in Florida where Interoperable Technologies has its
26 principle place of business. This statement, transmitted on the
27 wires, constitutes a false pretense and representation. It was
28 designed and intended to forestall FCC action and allow

1 Defendants to charge artificially high rates for XM and Sirius
2 services. It was also designed and intended to fool the
3 shareholders of Sirius into believing that the deployment of an
4 interoperable radio to the public (and thus an expansion of
5 Sirius' market) was in the immediate future and to hold on to
6 their shares. In fact, it was the intent of the individual
7 Defendants, XM and Interoperable Technologies to delay compliance
8 with the interoperable mandate as long as possible.

9 58. The statement that no significant market for dual mode
10 radios will develop is factually incorrect.

11 59. Certain auto manufacturers, such as Nissan, requested
12 an interoperable device to lessen the confusion to their
13 customers and resolve potential inventory problems.

14 60. In another example, on January 1, 2007, consumers who
15 previously purchased XM radio for NASCAR coverage were forced to
16 purchase new equipment and switch services to enable them to
17 continue to receive NASCAR coverage after Sirius acquired these
18 broadcast rights.

19 61. On July 2, 2007, Mel Karmazin, Sirius' CEO, in an
20 exclusive interview with TWICE stated:

21 The opportunity exists for us to commercially market an
22 interoperable radio. Right now we have developed it.
23 There's one in my office right now, which is an
24 interoperable radio, which is a receiver that in essence
25 has an XM component and a Sirius component sort of
26 Velcro-ed together. So we developed that, and one of the
27 things that we have the opportunity to do is to market
28 it into retail stores as an interoperable radio, one

1 (NASDAQ:ROIA) that would be priced attractively and be
2 able to get the consumer both services. A radio that
3 gets the best of both services is sort of attractive and
4 again enables the two companies to not water each other
5 down but to have a stronger service while competing with
6 all of these other technologies. TWICE, July 2, 2007.

7 (Emphasis added.)

8 62. This statement is misleading and deceptive. It was
9 designed to forestall FCC and DOJ regulatory action, by creating
10 the appearance that the deployment of interoperable radios would
11 occur in the immediate future. Of course such a deployment did
12 not occur. This communication was in part targeted to and made
13 to individuals in this District. It is believed to have
14 originated in New York. This statement, transmitted on the wires
15 (TWICE.com is a web site), constitutes a false pretense and
16 representation. It was designed and intended to forestall FCC
17 action and allow Defendants to charge artificially high rates for
18 XM and Sirius services. It was also designed and intended to
19 fool the shareholders of Sirius into believing that the
20 deployment of an interoperable radio to the public (and thus an
21 expansion of Sirius' market) was in the immediate future and to
22 hold on to their shares. In fact, it was the intent of the
23 individual Defendants, XM and Interoperable Technologies to delay
24 compliance with the interoperable mandate as long as possible.

25 63. According to Sirius' Proxy Statement (created by The
26 Individual Sirius Defendants), page 20, paragraph 3, in early
27 2006, Sirius contacted XM and renewed its proposal to discuss "a
28 variety of topics of interest to the two companies" including a

1 merger with XM.

2 64. XM then informed its board of directors of the
3 possibility of merger discussions with Sirius. Id.

4 65. Over the next several months, the Individual Sirius and
5 XM Defendants engaged experts to conduct due diligence on the
6 potential of a business combination between XM and Sirius. Id.

7 66. On February 19, 2007, the Individual Sirius and XM
8 Defendants caused XM and Sirius to enter into an Agreement and
9 Plan of Merger ("Merger Agreement").

10 67. Pursuant to this Merger Agreement, on March 20, 2007,
11 the Individual Sirius and XM Defendants submitted applications to
12 the FCC seeking consent to transfer control of Commission
13 licenses and authorizations held by Sirius, XM, and their
14 subsidiaries pursuant to Section 310(d) of the Communications Act
15 of 1934, as amended, and waiver of the restriction on combining
16 their licenses or alternatively a declaration that due to changed
17 circumstances the restriction was no longer operative.

18 68. On or about June 29, 2008, the merger between Sirius
19 and XM was consummated. XM was merged with Vernon Merger
20 Corporation, as subsidiary of Sirius created for the merger.
21 Each share of XM stock was replaced with 4.6 shares of Sirius
22 stock. Sirius then changed its name to "Sirius XM." As a
23 result, Sirius bought \$620 million in debt. At the time of the
24 merger, the stock price of Sirius traded at approximately \$2.00
25 per share. It currently trades at approximately \$0.29 per share.
26 The \$620 million in debt is due in early 2009. Given the current
27 state of the credit market, it is expected that the Sirius will
28 be forced to refinance the debt on even worse terms, and that

1 current shareholders will be further diluted. As Sirius had
2 approximately 1.45 billion shares outstanding prior to the
3 merger, Sirius suffered approximately \$2.48 billion in damage.

4 69. In approving the merger, the DOJ revealed that it too
5 had been a target of Defendants' efforts to defraud Sirius
6 shareholders from effective regulation. Thomas O. Barnett,
7 assistant attorney general, announced the DOJ decision by saying
8 "In several important segments of their business, with or without
9 the merger, the parties simply do not compete today and therefore
10 the merger would not be eliminating any competition between
11 them." Accordingly, not only were the communications referred to
12 above designed to forestall FCC action, they also were designed
13 to allow the Defendants to bootstrap the merger past DOJ
14 regulations: 1) the DOJ approved the merger, in substantial part
15 because there was no competition that would be eliminated by the
16 merger and resulting monopoly; and 2) there was no competition to
17 begin with because the Defendants' evaded the Interoperable
18 Mandate.

19 70. Defendants' misleading of the government has attracted
20 congressional scrutiny: on or about June 10, 2008, Senator Sam
21 Brownback requested that Senate Judiciary Committee Chairman
22 Patrick Leahy release information provided to the FCC but which
23 remains subject to a confidentiality order. Senator Brownback's
24 motivation is to determine whether the testimony of Defendant Mel
25 Karmazin to Congress about efforts to deploy interoperable radios
26 is truthful. Senator Brownback stated that he is "very troubled
27 by the notion that Congress may have been misled in its prior
28 hearings on this merger."

1 71. The individual Sirius and XM defendants and XM received
2 income from artificially high subscription fees as a result of
3 their evasion of the interoperable mandate (a risky, short-
4 sighted, and ill-fated gamble). The Individual Sirius
5 Defendants used the income and proceeds from the artificially
6 high subscription fees to invest in and acquire XM and full
7 control of Interoperable Technologies via Sirius. This
8 transaction may be characterized as an investment in and an
9 acquisition of an interest in an enterprise which is engaged in
10 and affecting interstate and foreign commerce. The investment
11 itself caused injury to the shareholders of Sirius apart from the
12 mail and wire fraud which the enterprise engaged in (which
13 forestalled FCC and DOJ regulatory enforcement). As a result of
14 the Individual Sirius Defendants' acquisition of XM, the
15 shareholders of Sirius sustained at least \$620 million in damage.

16 72. All of the Defendants conspired to carry out the acts
17 alleged above. The individual Sirius XM and Interoperable
18 defendants are the management and leaders (i.e., directors,
19 officers, members, etc.) of XM, Sirius and Interoperable
20 Technologies who have directed the affairs of the Racketeering
21 Enterprise.

22 **B. Breach of Fiduciary Duty (Derivative)**

23 73. Hartleib re-alleges and incorporates herein by
24 reference each of the foregoing paragraphs and further alleges as
25 follows:

26 74. The officers and directors of Sirius owe its
27 shareholders the duty of care, loyalty and good faith.
28

1 75. There are a substantial number of potential subscribers
2 who would be induced to subscribe to the combined services of
3 Sirius and XM, but not to the service of either service alone.
4 Defendants' refusal to release interoperable radios to the public
5 deprived Sirius of a golden opportunity to expand its market
6 share. Instead it has lost ground to competitors offering
7 similar services over the internet and via cellular devices.

8 76. In pursuing a plan to merge rather than provide
9 interoperable radios, the Individual Sirius Defendants violated
10 their fiduciary duties of care, loyalty and good faith. The
11 Individual Sirius Defendants had no consideration in sight
12 immediately before the merger - there was no value to be obtained
13 for Sirius through the merger. In the circumstances immediately
14 before the merger, the transaction was not worth while and was
15 not made in a good faith effort to advance the corporate
16 interests of Sirius. Instead the plan to merge and evade the
17 interoperable mandate intentionally and recklessly put the
18 interests of a criminal enterprise ahead of the interest of
19 Sirius.

20 77. Immediately before the merger, the Individual Sirius
21 Defendants knew or should have known that XM had approximately
22 \$620 million in debt. Immediately before the merger, the
23 Individual Sirius Defendants knew or should have known that the
24 credit markets were worsening and the prospects of acquiring
25 acceptable financing for the merger had evaporated. Immediately
26 before the merger, the Individual Sirius Defendants knew or
27 should have known that the merger would not provide any value to
28 Sirius, but instead would severely damage Sirius.

1 78. The Individual Sirius Defendants totally disregarded
2 their duty to ensure that shareholders would receive value in the
3 merger with XM.

4 79. The Directors and Officers of Sirius also violated
5 their fiduciary duties to their respective shareholders by the
6 following acts and/or omissions:

7 Failing to disclose all relevant and material facts
8 important to shareholder decisions on voting for or against
9 the merger, and/or whether to pursue independent appraisal
10 of share value;

11
12 Failing to seek shareholder approval to form a committee of
13 independent directors and advisors to evaluate strategic
14 alternatives rather than disclosing after the fact that
15 management had retained Morgan Stanley & Co. Incorporated
16 and JP Morgan Securities Inc. as financial advisors that
17 agreed to be paid only if the merger was consummated and
18 subject to Sirius and its Board of Directors' agreeing to
19 indemnify these advisors against claims of conflicts of
20 interest, to wit:

21
22 In its October 3, 2007 Proxy shareholders were first advised
23 that an agreement had been made with Morgan Stanley & Co.
24 Incorporated and that in a letter dated February 18, 2007,
25 Morgan Stanley informed Sirius' Board of Directors as
26 follows:

27
28 Pursuant to the terms of the engagement letter with

1 Morgan Stanley, SIRIUS has agreed to pay Morgan Stanley
2 a transaction fee of \$10 million for services rendered
3 in connection with the merger, which will be paid only
4 if the merger is successfully completed. Also,
5 pursuant to the engagement letter, Morgan Stanley will
6 be eligible to receive an additional fee of up to \$7.5
7 million, payable at the sole discretion of the SIRIUS
8 board of directors. In the event the merger agreement
9 is terminated, Morgan Stanley is entitled to receive
10 15% of any breakup fee paid to SIRIUS as a result of
11 such termination, up to a maximum amount of \$10
12 million. In addition, SIRIUS has agreed to indemnify
13 Morgan Stanley and its affiliates, their respective
14 directors, officers, agents and employees and each
15 person, if any, controlling Morgan Stanley or any of
16 its affiliates against certain liabilities and
17 expenses, including certain liabilities under the
18 federal securities laws, related to or arising out of
19 Morgan Stanley's engagement.

20
21 In its October 3, 2007 Proxy shareholders were first advised
22 that an agreement had been made with JP Morgan Securities
23 Inc. and that in a letter dated February 20, 2007, JP Morgan
24 Securities informed XM Satellite Radio Holdings Inc.'s Board
25 of Directors as follows:

26
27 We have acted as financial advisor to the Company with
28 respect to the proposed Merger and will receive a fee

1 from the Company for our services, a substantial
2 portion of which will become payable only if the
3 proposed Merger is consummated. In addition, the
4 Company has agreed to indemnify us for certain
5 liabilities arising out of our engagement.

6
7 Failing to disclose that the merger was *not* a "merger of
8 equals" but instead a purchase of \$620 million in debt in a
9 high risk, ill fated scheme to monopolize the SDARS
10 spectrum.

11
12 Failing to ensure that the merger would result in Sirius'
13 shareholders receipt of value.

14
15 Failing to ensure a fully independent valuation of the
16 merger's exchange ratio of Sirius shares for XM shares.

17
18 Failing to disclose non-public information concerning the
19 financial condition of Sirius and XM and the value to be
20 realized by the potential synergies of the proposed merger
21 including the merged entity's assets and prospects as a
22 combined entity.

23 80. The Individual Sirius Defendants used their positions
24 and directors and officers to directly or indirectly exercise
25 control over the wrongful acts set out in this complaint.

26 81. The directors of Sirius failed to maintain a system of
27 oversight to ensure that decisions were being made in the
28 interests of the corporation and to prevent the acts alleged in

1 this complaint.

2 82. The directors and officers of Sirius failed inform the
3 shareholders that their true intent was to delay the deployment
4 of interoperable radios as long as possible.

5 83. The directors and officers of Sirius breached their
6 fiduciary duty of care, good faith and loyalty when they touted
7 the merger between XM and Sirius as a "merger of equals" before
8 the merger. It was not a merger of equals, the directors and
9 officers of Sirius caused Sirius to purchase \$620 million in
10 debt, which is due in early 2009, in what was at the time one of
11 the worst credit markets in history, and which showed every
12 probability of becoming the very worst credit market ever. All
13 these facts were known or should have been known by the officers
14 and directors of Sirius. The Individual Sirius Defendants were
15 able to carry out these acts to their own advantage because they
16 knew, years in advance, of the scheme to delay the deployment of
17 interoperable radios and the scheme to effect the merger of
18 Sirius and XM. They also knew the true motivations for these
19 actions. The Shareholders knew none of this information.
20 Accordingly these actions were taken to the benefit of the
21 Individual Sirius Defendants, and to the detriment of Sirius.

22 84. The consummation of the merger constitutes an abuse of
23 corporate governance by the Individual Sirius Defendants because
24 it clearly contained no value for Sirius, was clearly set to
25 damage Sirius and yet the Individual Sirius Defendants falsely
26 touted the merger as a "merger of equals." The Individual Sirius
27 Defendants were able to carry out these acts to their own
28 advantage because they knew, years in advance, of the scheme to

1 delay the deployment of interoperable radios and the scheme to
2 effect the merger of Sirius and XM. They also knew the true
3 motivations for these actions. The Shareholders knew none of
4 this information. Accordingly these actions were taken to the
5 benefit of the Individual Sirius Defendants, and to the detriment
6 of Sirius.

7 85. In order to insure that they were not effected by the
8 horrendous debt which Sirius bought in the merger, the Individual
9 Sirius Defendants either sold shares prior to the merger, or
10 arranged a schedule to sell shares prior to the merger, or abused
11 their positions to obtain excessive compensation and bonuses to
12 offset their losses in stock. A compilation of insider
13 transactions reported on SEC Form 4 is attached hereto as Exhibit
14 B. The data shows that Defendant Mel Karmazin (compensated
15 approximately \$32.2 Million in 2007, and approximately \$4.25
16 million in 2006) consistently purchased stock, but that the other
17 officers consistently sold stock for the three years prior to the
18 merger. For these reasons, the Individual Sirius Defendants
19 breached their duties of loyalty and good faith.

20 86. As a result of the manifold breaches of duty by the
21 Individual Sirius Defendants, Sirius has suffered approximately
22 \$2.48 billion in damage.

23 **C. Breach of Fiduciary Duty (Direct)**

24 87. Hartleib re-alleges and incorporates herein by
25 reference each of the foregoing paragraphs and further alleges as
26 follows:

27 88. Because the Individual Sirius Defendants were also
28 controlling shareholders by virtue of their positions as

1 directors and officers of Sirius, and because of their selective
2 dissemination of information to the public, they owed a fiduciary
3 duty to the shareholders of Sirius.

4 89. The Individual Sirius Defendants breached their duties
5 to Hartleib for all of the reasons stated above.

6 90. Because the Individual Sirius Defendants knew of the
7 scheme to delay the deployment of interoperable radios, and
8 because they knew that the merger of Sirius and XM was not a
9 merger of equals, and because they told the public, including
10 Hartleib, that the merger was a merger of equals, the Individual
11 Sirius Defendants were not effected by the merger and the scheme
12 to delay deployment of interoperable radios in the same way that
13 Hartleib was.

14 91. As stated above, the Individual Sirius Defendants took
15 steps to ensure that they did not bear the same risks and did not
16 sustain the same injuries as did Hartleib. Some of the
17 Individual Sirius Defendants, (such as Leon Black and Joseph
18 Clayton) unloaded stock prior to the merger via scheduled or
19 unscheduled sales. Some Individual Sirius Defendants arranged an
20 excessive compensation to offset their stock positions. Mel
21 Karmazin was compensated approximately \$32.2 Million in 2007, and
22 approximately \$4.25 million in 2006.

23 92. Hartleib however was not privy to the plan on delaying
24 the interoperable radios and trusted the Individual Sirius
25 Defendants when they claimed that the merger would be a merger of
26 equals, and that no further dilution of the shareholders would be
27 necessary. Accordingly, Hartleib took no remedial measures to
28 avoid the sure damage that was to be caused by the merger or the

1 failure to expand market share.

2 93. As a result, Hartleib's 140,000 shares of Sirius lost
3 approximately 85 percent of their value. Stated another way,
4 Hartleib lost \$238,000.00 as a result of the merger. Totaled,
5 Hartleib's damages caused by the devaluation in share value is
6 approximately \$1,000,000.00.

7 94. Because Hartleib's damages are separate and distinct
8 from those suffered by the controlling shareholders, his claims
9 against them are distinct and individual, and thus may be brought
10 directly.

11 **D. Sherman Act**

12 95. Hartleib re-alleges and incorporates herein by reference
13 each of the foregoing paragraphs and further alleges as follows:

14 96. Plaintiff Hartleib is a person injured by the anti-
15 competitive activities of Defendants within the meaning of 15
16 U.S.C. §§ 1 and 2.

17 97. Defendants are persons within the meaning of 15 U.S.C.
18 §§ 1 and 2 who conspired in restraint of trade and commerce among
19 the several States and to monopolize same.

20 98. For purposes of 15 U.S.C. §§ 1 and 2, the conspiracy
21 monopolizing and in restraint of trade and commerce among the
22 several States consists of the agreement between the parties and
23 unknown co-conspirators to: 1) prevent interoperable radio sets
24 from entering the market as alleged above and thus maintain
25 artificially high subscriber fees; and 2) merge Defendant
26 Corporations Sirius and XM thus combining their licenses as
27 alleged above to create a complete monopoly over the SDARS
28 system.

1 99. The conspiracy was entered into on or before February
2 17, 2007, at which point Sirius and XM announced the merger
3 agreement. The conspiracy is believed to have been entered into
4 on or about 2001. By 2006, Interoperable Technologies, LLC had
5 developed an interoperable radio receiver and had announced
6 timeline to bring it to the market. The radio receiver was never
7 brought to the market as a result of the conspiracy. Because
8 subscribers could only switch between services at a relatively
9 high expense Defendants were able to charge higher rates than
10 would be possible in a competitive market. The conspiracy also
11 made possible the merger of Sirius and XM. The conspiracy to
12 merge and prevent the interoperable radios from entering the
13 market was executed by the Defendants, who took substantial steps
14 in furtherance of the conspiracy by announcing the merger
15 agreement, entering into the Merger Agreement on February 19,
16 2007, merging XM and Sirius, and by refusing to market the
17 interoperable radios whilst giving the illusion of an intent and
18 ability to do so.

19 100. All of the above alleged acts of the Defendants were
20 taken with the specific intent of restraining trade and commerce
21 amongst the several States, and monopolizing trade and commerce
22 amongst the several States. Trade and commerce amongst the
23 several States have been, or will be effected since: the radios
24 used to receive Sirius and XM service are shipped between the
25 several States to wherever such radios are purchased by
26 consumers; payments by subscribers for Sirius and XM's services
27 are mailed between the several States from whichever state the
28 consumer resides in to the state that such mail is processed,

1 payments deposited and records kept; and Sirius and XM transmit
2 their satellite radio signals throughout the several states.
3 Such interstate trade and commerce will and has actually been
4 restrained in that consumers cannot obtain both Sirius and XM's
5 service in the same radio, are only able to do so with two radios
6 (if possible) and at great expense, and have been charged rates
7 higher than would have been possible in a competitive market.
8 Further, in their attempt to stifle competition, Sirius has been
9 deprived of an opportunity to increase its market share to
10 potential subscribers who would subscribe to the combined content
11 of Sirius and XM, but not the individual service of either one.
12 As a result, Sirius lost market share to competitive products
13 such as those offered through the internet and cellular devices.

14 101. Sirius and XM together account for 100% of the market
15 for satellite Radio. The merger placed in the control of a
16 single entity 100% of the market for satellite radio.
17 Accordingly, there is more than a dangerous probability that the
18 alleged actions will result in a monopoly: there is a dangerous
19 certainty that the alleged actions will result in a monopoly.

20 102. The part of the conspiracy to prevent interoperable
21 radios from entering the market is in restraint of trade and
22 commerce because without an interoperable radio, a consumer needs
23 two separate radios to listen to the signals from Sirius and XM.
24 Obtaining two separate radios is cost prohibitive, and in the
25 case of auto installation, impractical as most vehicles are not
26 designed to accommodate two separate radios. Further pursuant to
27 the March 24, 2008 findings of the DOJ, "past competition has
28 resulted in XM and Sirius entering long-term, sole-source

1 contracts that provide incentives to all of the major auto
2 manufacturers to install their radios in new vehicles." The end
3 result is that the consumer is stuck with whatever radio system
4 the automotive manufacturer has installed, and only has the
5 option of forsaking the existing service for the other, and that
6 at considerable expense. This problem is exemplified in the
7 automotive context, but extends to other contexts as well:
8 competition is stifled because a consumer has no real ability to
9 choose between the service of XM or Sirius. Accordingly, there
10 is an artificial lack of competition between Sirius and XM that
11 restrains trade and commerce amongst the several States.

12 103. The part of the conspiracy to prevent interoperable
13 radios from entering the market is also in restraint of trade and
14 commerce because it has prevented Sirius from expanding its
15 market share to individuals who would subscribe to combined
16 Sirius/XM service, but not the service of either alone. The end
17 result here is that Sirius has lost market share to competitors
18 offering similar services via the internet and cellular devices.
19 Accordingly, there is an artificial lack of competition between
20 Sirius and XM that restrains trade and commerce amongst the
21 several States.

22 104. The entity resulting from the merger of Sirius and XM
23 has a complete and total monopoly on the satellite radio
24 industry, which is transmitted and heard throughout the several
25 States. Accordingly, the conspiracy is illegal *per se* as it
26 gives the entity resulting from the merger absolute and
27 unfettered power to inflict the kind of public injury which the
28 Sherman Act condemns.

1 105. The aforementioned conspiracy is also illegal *per quod*
2 for the following reasons: 1) the market is so concentrated that
3 there are only two firms that are supposed to be competing with
4 each other - Sirius and XM; 2) the two, and only, competitors in
5 the market conspired to and did merge; 3) the merger not only has
6 potential to lessen competition, it will, upon logical extension
7 of the DOJ statement announcing its authorization of the merger,
8 maintain a status quo of no competition; 4) the conspirators are
9 engaging in anticompetitive activity by withholding interoperable
10 radio receivers from the market; and 5) as a result of the
11 conspiracy and anticompetitive practices, competition between
12 brands has been stifled and will be completely eliminated.

13 106. Additional wrongdoers that may be part of the
14 conspiracy include those employees, officers and agents of the
15 Defendants and other entities or co-conspirators that
16 participated with the other conspirators in the acts complained
17 of in this complaint.

18 107. As a direct result of Defendants' refusal to deploy
19 interoperable radios and completion of the merger, Sirius has
20 suffered approximately \$2.48 billion in damage as described
21 above.

22 **E. Demand Futility**

23 108. Hartleib re-alleges and incorporates herein by
24 reference each of the foregoing paragraphs and further alleges as
25 follows:

26 109. Hartleib brings this action derivatively in the right
27 and for the benefit of Sirius to redress injuries suffered, and
28 to be suffered by Sirius as a direct result of the acts alleged

1 in this complaint. Sirius is named as a nominal defendant solely
2 in a derivative capacity. This is not a collusive action to
3 confer jurisdiction on this Court that it would not otherwise
4 have.

5 110. Hartleib will adequately and fairly represent the
6 interests of Sirius.

7 111. Hartleib is and was an owner of the stock of Sirius
8 during times relevant to the wrongful conduct alleged here, and
9 remains a shareholder of Sirius.

10 112. After the merger, shares of Sirius became shares of
11 Sirius XM Radio, Inc ("Sirius XM"). The current board of Sirius
12 XM consists of the following twelve individuals: Joan Amble,
13 Defendant Leon Black, Defendant Lawrence Gilberti, Eddy
14 Hartenstein, Defendant James Holden, Chester Huber, Defendant Mel
15 Karmazin, John Mendel, Defendant James Moone, Defendant Gary
16 Parsons, Defendant Jack Shaw, and Jeffrey Zients. Plaintiff did
17 not make a demand on the present Board to institute this action
18 because such a demand would be futile, wasteful and useless for
19 the following reasons:

20 113. Hartleib made repeated requests via telephone and in
21 writing for a meeting with Patrick Donnelly, the General Counsel
22 of Sirius, and a Manager of Interoperable Technologies, to
23 discuss Interoperable Technologies statements cited above.

24 114. Hartleib received both verbal and written confirmation
25 from Sirius' Senior Vice President of Investor Relations, Mr.
26 Paul Blaylock, that the requested meeting would be scheduled.

27 115. When Hartleib asked Mr. Blaylock to explain
28 Interoperable Technologies' posting, Mr. Blaylock referred

1 Plaintiff to Sirius' General Counsel, Mr. Patrick Donnelly,
2 repeatedly promising he would facilitate the requested meeting.

3 116. In one instance, Mr. Blaylock e-mailed confirmation of
4 his promise to schedule the meeting.

5 117. Hartleib received Mr. Blaylock's e-mail over eleven
6 months ago.

7 118. Hartleib twice personally visited Sirius offices in New
8 York attempting to meet with Mr. Donnelly.

9 119. Hartleib's attempts failed.

10 120. No meeting was ever scheduled.

11 121. Hartleib also repeatedly sought to obtain and
12 disseminate information and require Sirius to provide information
13 to its shareholders prior to any shareholder vote to approve the
14 merger between Sirius and XM.

15 122. Hartleib also made multiple unsuccessful attempts to
16 determine the number of shares that participated in the November
17 13, 2007 vote approving the merger between Sirius and XM.

18 123. Plaintiff contacted MacKenzie Partners, Inc.
19 ("MacKenzie") believing it to be responsible for tabulating the
20 Sirius' shareholders votes.

21 124. Hartleib was referred to a MacKenzie executive by the
22 name of Dan Sullivan.

23 125. Mr. Sullivan advised Hartleib he was unable to provide
24 the number of shares voted.

25 126. Mr. Sullivan further advised Hartleib he would have to
26 contact executives of Sirius and would get back to Hartleib.

27 127. Not having been contacted by Mr. Sullivan after two
28 days, Plaintiff again contacted Mr. Sullivan.

1 128. Mr. Sullivan this time advised Hartleib that Patrick
2 Donnelly, General Counsel for Sirius instructed him not to
3 provide the information.

4 129. Hartleib immediately tried to contact Mr. Donnelley.

5 130. Hartleib made repeated efforts to contact Mr. Donnelly.

6 131. Mr. Donnelly never returned any of Hartleib's numerous
7 phone calls.

8 132. Hartleib then learned that MacKenzie was not the
9 tabulator of the Sirius shareholders vote, that it was the Bank of
10 New York, Sirius' Transfer Agent.

11 133. However, on November 11, 2007, the Sunday prior to the
12 scheduled shareholder vote on Tuesday, November 13, 2007,
13 Hartleib and several other Sirius shareholders known to Hartleib
14 received calls at their homes from MacKenzie soliciting their
15 votes in favor of the merger.

16 134. Hartleib received two such calls on Sunday November 11,
17 2007.

18 135. Hartleib informed the caller for MacKenzie that he
19 would not be able to cast his votes as Sirius in his opinion had
20 willfully failed to provide its shareholders with adequate
21 information necessary to make a fully informed vote.

22 136. Hartleib made the statement to the MacKenzie caller,
23 "Boy you're calling me at home when I own my shares in a brokerage
24 account. You must be having difficulty obtaining the necessary
25 votes."

26 137. The MacKenzie caller stated in response, "Oh yes, when
27 you have nearly 1 million shareholders and they are predominantly
28 all small individuals, it is a very daunting task. That's why we

1 are contacting shareholders like yourself that have a more
2 substantial position because we would have to contact many people
3 to total the number of shares that you own."

4 138. Hartleib then contacted several executives at the Bank
5 of New York.

6 139. To a person, each one denied that the Bank was the
7 tabulator of the Sirius shareholder vote on the merger with XM.

8 140. On December 7, 2007, Hartleib drafted a letter to
9 Sirius' General Counsel, Patrick Donnelly and Sirius' Board of
10 Directors.

11 141. The letter was sent via UPS next day air.

12 142. The letter was a formal request for the total number of
13 shares voted on November 13, 2007 on Sirius' merger with XM and
14 the overall percentage of all Sirius shareholders the vote
15 represented.

16 143. Hartleib also formally requested a re-count and
17 certification of the shareholder vote by a nonbiased independent
18 third party.

19 144. Hartleib requested he be advised of the process
20 required to accomplish this.

21 145. Hartleib also contacted MacKenzie and made the same
22 request about process.

23 146. MacKenzie's Dan Sullivan told Hartleib that he could
24 not provide this information pursuant to Mr. Donnelly's
25 instructions, at which time Mr. Sullivan once again referred
26 Hartleib back to Mr. Donnelly.

27 147. MacKenzie's Mr. Sullivan also informed Hartleib that
28 the Bank of New York, as Sirius' Transfer Agent, was responsible

1 for the tabulation of the shareholder vote.

2 148. On or about May 8, 2007 Hartleib wrote to Defendant Mel
3 Karmazin asking him to take legal action for what Hartleib
4 believed was manipulation of Sirius' share price. Hartleib
5 received no response.

6 149. As a result of their access to and review of the
7 internal corporate documents; conversations and/or connections
8 with corporate officers, employees, and other directors; and
9 attendance at management and Board meetings, each of the Board
10 members knew the adverse non-public information regarding the
11 Racketeering Enterprise and breaches of fiduciary duty alleged
12 above.

13 150. Defendant Mel Karmazin as CEO of Sirius XM, is an
14 inside director of Sirius XM and his principal professional
15 occupation is employment with Sirius XM. Accordingly, he has and
16 continues to receive substantial monetary compensation and other
17 benefits. Accordingly Defendant Mel Karmazin is legally
18 incapable of disinterestedly and independently considering a
19 demand to commence and vigorously prosecute this action.

20 151. Defendant Gary Parsons is the Chairman of the Board.
21 From May 1997 to August 2008, Mr. Parsons served as Chairman of
22 the Board of Director of XM Satellite Radio Inc. and previously
23 served as its Chief Executive Officer. Accordingly, he is
24 believed to be an inside director of Sirius XM and his principal
25 professional occupation is employment with Sirius XM.
26 Accordingly, he has and continues to receive substantial monetary
27 compensation and other benefits, including a severance package
28 worth \$9 million. Accordingly Defendant Gary Parsons is legally

1 incapable of disinterestedly and independently considering a
2 demand to commence and vigorously prosecute this action.

3 152. The board is entrenched and the Board members have
4 multiple conflicts of interest and entangling business
5 relationships that preclude them from being disinterested and
6 vigorously prosecuting the wrongdoing alleged in this complaint.
7 Leon Black, Lawrence Gilberti, James Holden, Mel Karmazin, James
8 Moone, Gary Parsons, and Jack Shaw are defendants in this action
9 and thus have a conflict of interest in considering a demand to
10 commence and vigorously prosecute this action. The following
11 Board members were each directors of XM during an overlapping time
12 frame which coincides with the wrongful acts alleged in the
13 complaint, and may be as-of-yet undiscovered co-defendants: Joan
14 Amble (director of XM from 2006 to 2008), Eddy Hartenstein
15 (director of XM from may 2005 to August 2008), Chester Huber
16 (director of XM from may 2002 to August 2008), John Mendel
17 (director of XM from may 2005 to August 2008), and Jeffrey Zients
18 (director of XM from may 2006 to August 2008). Therefore, these
19 directors too have a conflict of interest in considering a demand
20 to commence and vigorously prosecute this action. Further, as
21 shown in Exhibit B, it appears that all of the current directors
22 own an interest in Sirius, with the possible exception of John
23 Mendel.

24 153. The following Board members are members of the Audit
25 Committee: Joan Amble (Chair of Audit Committee); Eddy
26 Hartenstein (member of Audit Committee); James Holden (member of
27 Audit Committee); James Moone (member of Audit Committee). The
28 Audit Committee is responsible for reviewing the adequacy of

1 internal financial controls. Each of these Board members took a
2 position adverse to that of Sirius during the merger and during
3 the preceding years during which the Racketeering Enterprise was
4 undertaken. Accordingly, these directors have a conflict of
5 interest in considering a demand to commence and vigorously
6 prosecute this action.

7 154. Each of the Board members and Defendants knew or
8 directly benefitted from the wrongdoing alleged in this
9 complaint: the Defendants and Board members participated in
10 efforts to conceal or disguise these wrongs from Sirius'
11 stockholders or recklessly or negligently disregarded the wrongs
12 alleged in this complaint and are, therefore, not disinterested
13 parties.

14 155. In order to bring this suit, most, and perhaps all, of
15 the Board members would be forced to sue themselves and persons
16 with whom they have extensive business and personal
17 entanglements, which they will not do, thus excusing demand.

18 156. The acts alleged in this complaint constitute
19 violations of the fiduciary duties owed by the Sirius' officers
20 and directors, and these acts are incapable of ratification.

21 157. Each of the Board members authorized or permitted the
22 false statements disseminated directly to the public or made
23 directly to securities analysts and that were made available and
24 distributed to shareholders, authorized or permitted the issuance
25 of various of the false and misleading statements, and are
26 principal beneficiaries of the wrongdoing alleged here, and thus
27 could not fairly and fully prosecute such as suit even if such
28 suit was instituted by them.

1 158. The current Board has failed and refused to seek to
2 recover for the shareholders of Sirius for any of the wrongdoing
3 alleged by Hartleib even though the Board members know of the
4 claims and causes of action raised in this complaint.

5 159. Plaintiff has not made any demand on shareholders of
6 Sirius to institute this action because a demand would be futile
7 and useless because: 1) Sirius has in excess of 1.45 billion
8 shares outstanding and thousands of shareholders; 2) making
9 demand on such a number of shareholders would be impossible for
10 Hartleib, who has no way of finding out names, addresses, or
11 phone numbers of shareholders; and 3) making such a demand would
12 be prohibitively expensive, assuming all shareholders could be
13 individually identified.

14 **COUNT ONE**

15 **(Violations of 18 U S C § 1962 (c))**

16 160. Plaintiff repeats and realleges each of the allegations
17 set forth preceding as if set forth here in full.

18 161. 18 U S C § 1962 (c) provides:

19 It shall be unlawful for any person employed by or
20 associated with any enterprise engaged in, or the
21 activities of which affect, interstate or foreign
22 commerce, to conduct or participate, directly or
23 indirectly, in the conduct of such enterprise's
24 affairs through a pattern of racketeering activity...

25 162. The purpose of this provision is to prevent the
26 infiltration of legitimate business, e.g., the provision of
27 communications services and even the practice of law, by
28 organized criminals.

1 163. Pursuant to 18 U.S.C. § 1964, any person or corporation
2 injured in its *business* or property by reason of a violation of
3 18 U.S.C. § 1962 may recover threefold the actual damages, plus
4 the costs of the suit, including reasonable attorneys fees.

5 164. From 2002 to the present and continuing onward, the
6 Defendants, together with unknown co-conspirators, unlawfully
7 willfully and knowingly conducted and participated, directly and
8 indirectly, in the conduct of the affairs of Sirius, XM and
9 Interoperable Technologies as an enterprise that was engaged in
10 and conducted activities which affected interstate and foreign
11 commerce, through a pattern of racketeering activity, consisting
12 of the acts of racketeering described in the paragraphs below, in
13 violation of Title 18, United States Code, Section 1962(c).

14 165. As detailed below, the Defendants together with unknown
15 co-conspirators committed numerous acts of mail fraud (18 U.S.C.
16 § 1341), and wire fraud (18 U.S.C. § 1343).

17 166. Having committed numerous acts of mail fraud and wire
18 fraud, the Enterprise committed racketeering activities as
19 defined by 18 U.S.C. § 1961(1).

20 167. The Defendants' acts of mail fraud and wire fraud are
21 racketeering activities and constitute predicate acts as defined
22 under RICO.

23 168. Defendants and abetted by others, agreed to and did
24 conduct Sirius and XM in furtherance of:

25 (a) a scheme to render ineffective the FCC prohibition
26 on combining their licenses satellite radio frequency
27 spectrum by proposing, negotiating and entering into a
28 plan of merger of the two satellite radio licensees;

1 (b) a scheme to render ineffective the FCC's
2 interoperability mandate by executing agreements to
3 develop interoperable satellite radio receivers and to
4 cease exclusive contracts with OEM automakers without
5 any intent of developing such receivers or ending such
6 exclusivity contracts;

7 (c) a scheme to render ineffective the FCC's
8 enforcement of the interoperability mandate (i) by
9 providing misleading and inaccurate information about
10 the potential commercial viability of marketing
11 interoperable receivers, (ii) by failing to provide any
12 factual basis for the assertions that interoperable
13 receivers could not be commercially marketed, (iii) by
14 developing and producing interoperable receivers in
15 quantity while claiming only a few prototype receivers
16 had been produced, (iv) by withdrawing, erasing and
17 removing documents and web postings that contradicted
18 the assertions that interoperable receivers could not
19 be commercially marketed, (v) by lobbying FCC decision
20 makers and using political influence to block the
21 enforcement of the FCC interoperability mandate;

22 (d) a scheme to use the schemes identified in (a)-(c)
23 preceding to gain a monopoly in satellite radio and in
24 the vertical market for radio receivers;

25 (e) a scheme to benefit the officers and directors of
26 Sirius by eliminating the competition of XM;

27 (f) a scheme to benefit the officers and directors of
28 Sirius at the expense of Sirius and XM shareholders;

1 (g) a scheme to promote the merger as having consumer
2 benefits based on selected advantages that lacked
3 substance, but which were believed to have positive
4 influence on the FCC Chairman, such as ala carte
5 pricing;

6 (h) a scheme to support the benefits of the merger by
7 obtaining endorsements of individuals and organizations
8 without disclosing the facts about the merger, its
9 likely consequences and the true intent behind it;

10 (i) a scheme to cover up the fact that a majority of
11 shareholders did not vote to approve the merger;

12 (j) a scheme to render ineffective the DOJ prohibitions
13 against monopolies and to merge Sirius and XM;

14 (k) a scheme to eliminate competition so that
15 artificially high subscription prices could be charged
16 to Sirius and XM subscribers;

17 (l) a scheme to prevent Sirius shareholders from
18 selling their stock to avoid the losses that were
19 incurred as a result of the acts alleged in this
20 complaint;

21 169. The mail fraud and wire fraud and the related
22 conspiracies committed by the Defendants, aided and abetted by
23 unknown co-conspirators, form a pattern of racketeering activity
24 through a criminal enterprise under 18 U.S.C. § 1961(5).

25 170. All racketeering activity described above is directly
26 related to the racketeering Enterprise as defined herein.

27 171. All racketeering activity described above is part of the
28 nexus of the affairs and functions of the racketeering Enterprise

1 as defined herein.

2 172. The Defendants were able to commit the racketeering
3 activities by virtue of their position in, association with, or
4 their involvement in or control over, the affairs of Sirius, XM
5 and Interoperable Technologies.

6 173. The racketeering activities began in or about 2001 and
7 the pattern of racketeering activity is open-ended and continues
8 at present and will continue into the future.

9 174. The racketeering activities have the same or similar
10 purposes, results, participants, victims, and methods of
11 commission.

12 175. The Defendants' racketeering activities in regard to
13 satellite radio constitute their regular way of doing satellite
14 radio business.

15 176. As a direct and proximate result of the Defendants'
16 actions alleged above, Sirius has been damaged in the amount of
17 to be determined at trial.

18 **COUNT TWO**

19 **(Violations of 18 U.S.C. 5 1962(a))**

20 177. Plaintiff repeats and re-alleges each of the
21 allegations set forth above as if set forth herein.

22 178. 18 U.S.C. § 1962(a) proscribes the following conduct:

23 It shall be unlawful for any person who has
24 received any income derived, directly or
25 indirectly, from a pattern of racketeering
26 activity. . to use or invest, directly or
27 indirectly, any part of such income, or the
28 proceeds of such income, in acquisition of any

1 interest in, or the establishment or operation
2 of, any enterprise which is engaged in, or the
3 activities of which affect, interstate or
4 foreign commerce.

5 179. Pursuant to 18 U.S.C. § 1964, any person or corporation
6 injured in its business or property by reason of a violation of 18
7 U.S.C. § 1962 may recover threefold the actual damages, plus the
8 costs of the suit, including reasonable attorneys fees.

9 180. From at least 2002, the Defendants together with
10 unknown co-conspirators received income derived, directly or
11 indirectly, from a pattern of racketeering activity, consisting
12 of the acts of racketeering described in paragraphs (a) through
13 (1) above, and unlawfully, willfully and knowingly used or
14 invested, directly or indirectly, part of such income, or the
15 proceeds of such income, in the acquisition of an interest in
16 and/or the establishment or operation of Sirius, XM and
17 Interoperable Technologies, which enterprise engaged in and the
18 activities of which affected interstate and foreign commerce, in
19 violation of Title 18, United States Code, Section 1962(a)

20 181. As a direct and proximate result of the Defendants'
21 actions alleged above, Sirius has been damaged in an amount to be
22 determined at trial.

23 **COUNT THREE**

24 **(Violations of 18 U.S.C. 5 1962(b))**

25 182. Plaintiff repeats and re-alleges each of the
26 allegations set forth above as if set forth herein.

27 183. 18 U.S.C. 1962(b) prescribes the following conduct:

28 It shall be unlawful for any person through a

1 pattern of racketeering activity . . . to
2 acquire or maintain, directly or indirectly,
3 any interest in or control of any enterprise
4 which is engaged in, or the activities of
5 which affect, interstate or foreign commerce.

6 184. Pursuant to 18 U.S.C. § 1964, any person or corporation
7 injured in its business or property by reason of a violation of
8 18 U.S.C. § 1962 may recover threefold the actual damages, plus
9 the costs of the suit, including reasonable attorneys fees.

10 185. From least 2002, Defendants, together with unknown co-
11 conspirators unlawfully, willfully and knowingly acquired and
12 maintained, directly and indirectly, an interest in and control of
13 Sirius, XM and Interoperable Technologies which enterprise engaged
14 in and the activities of which affected interstate and foreign
15 commerce, through a pattern of racketeering activity, consisting
16 of the acts of racketeering described in paragraphs (a) through
17 (l) above, in violation of Title 18, United States Code, Section
18 1962(b).

19 186. As a direct and proximate result of the Defendants'
20 actions alleged above, Sirius has been damaged in an amount to be
21 determined at trial.

22 **COUNT FOUR**

23 **(Violations of 18 U.S.C. 5 1962(c))**

24 187. Plaintiff repeats and re-alleges each of the
25 allegations set forth above as if set forth herein.

26 188. 18 U.S.C. 1962(c) prescribes the following conduct:

27 It shall be unlawful for any person employed
28 by or associated with any enterprise engaged

1 in...interstate or foreign commerce, to conduct
2 or participate, directly or indirectly, in the
3 conduct of such enterprise's affairs through a
4 pattern of racketeering activity.

5 189. Pursuant to 18 U.S.C. § 1964, any person or corporation
6 injured in its business or property by reason of a violation of
7 18 U.S.C. § 1962 may recover threefold the actual damages, plus
8 the costs of the suit, including reasonable attorneys fees.

9 190. From least 2002, Defendants, together with unknown co-
10 conspirators were associated and/or employed by the Enterprise
11 (which was engaged in and effected interstate and foreign
12 commerce) and unlawfully, willfully and knowingly conducted and
13 participated in, Sirius, XM and Interoperable Technologies'
14 enterprise and its affairs through a pattern of racketeering
15 activity, consisting of the acts of racketeering described in
16 paragraphs (a) through (l) above, in violation of Title 18, United
17 States Code, Section 1962(c).

18 191. As a direct and proximate result of the Defendants'
19 actions alleged above, Sirius has been damaged in an amount to be
20 determined at trial.

21 **COUNT FIVE**

22 **(Violations of 18 U.S.C. 5 1962(d))**

23 192. Plaintiff repeats and re-alleges each of the
24 allegations set forth above as if set forth herein.

25 193. 18 U.S.C. 1962(d) prescribes the following conduct:

26 It shall be unlawful for any person to
27 conspire to violate any of the provisions of
28 subsection (a), (b), or (c) of this section.

1 the interoperability mandate;

2 (d) Manipulating and compromising their shareholders
3 by self-dealing and by concealing material facts,
4 intents and motivations;

5 (e) Merging Sirius with XM;

6 (f) By wasting a corporate opportunity to expand
7 Sirius' market share;

8 (g) By causing Sirius to loose market share;

9 (h) By failing to maintain oversight of the officers
10 and operations of Sirius;

11 (i) By using their positions to their own advantage
12 and to the detriment of Sirius;

13 (j) By using secret information to their advantage and
14 to the detriment of Sirius.

15 200. As a direct and proximate result of the Individual
16 Sirius Defendants breaches of fiduciary duty, Sirius has been
17 damaged in an amount to be determined at trial.

18 201. Plaintiff on behalf of Sirius has no adequate remedy at
19 law for the breaches of fiduciary duty alleged above.

20 **COUNT SEVEN**

21 **(Breach of Fiduciary Duties)**

22 202. Plaintiff repeats and re-alleges each of the
23 allegations set forth above as if set forth herein.

24 203. The controlling shareholders of Sirius and XM owed the
25 other shareholders fiduciary duties.

26 204. The Individual Sirius Defenants breached those duties
27 by:

28 (a) Making false, misleading and deceptive statements

1 to authorities, their shareholders, the media and
2 the public;

3 (b) Using the United States mail and wire
4 communications networks to conduct their unlawful
5 and fraudulent enterprise;

6 (c) Manipulating and compromising the FCC in regard to
7 the interoperability mandate;

8 (d) Manipulating and compromising their shareholders
9 by self-dealing and by concealing material facts,
10 intents and motivations;

11 (e) Merging Sirius with XM;

12 (f) By wasting a corporate opportunity to expand
13 Sirius' market share;

14 (g) By causing Sirius to loose market share;

15 (h) By failing to maintain oversight of the officers
16 and operations of Sirius;

17 (i) By using their positions to their own advantage
18 and to the detriment of Hartleib;

19 (j) By using secret information to their advantage and
20 to the detriment of Hartleib.

21 205. As a direct and proximate result of the Individual
22 Sirius Defendants breaches of fiduciary duty, Hartleib has been
23 damaged in an amount to be determined at trial.

24 206. Hartleib has no adequate remedy at law for the
25 violations of fiduciary duty alleged above.

26 **COUNT EIGHT**

27 **(Violations of 15 U.S.C. §§ 1 and 2)**

28 207. Plaintiff repeats and re-alleges each of the

1 allegations set forth above as if set forth herein.

2 208. 15 U.S.C. § 1 provides that:

3 Every contract, combination in the form of
4 trust or otherwise, or conspiracy, in
5 restraint of trade or commerce among the
6 several States, or with foreign nations, is
7 hereby declared to be illegal. Every person
8 who shall make any contract or engage in any
9 combination or conspiracy hereby declared to
10 be illegal....

11 209. 15 U.S.C. § 2 provides that:

12 Every person who shall monopolize, or attempt
13 to monopolize, or combine or conspire with any
14 other person or persons, to monopolize any
15 part of the trade or commerce among the
16 several States, or with foreign nations, shall
17 be deemed guilty of a felony....

18 210. Pursuant to 15 U.S.C. §§ 1 and 2, any person or
19 corporation injured in its business or property by reason of a
20 violation of 15 U.S.C. §§ 1 or 2 may recover threefold the actual
21 damages, plus the costs of the suit, including reasonable
22 attorneys fees.

23 211. From at least 2002, Defendants, together with unknown
24 co-conspirators unlawfully, willfully and knowingly entered into a
25 conspiracy to and: 1) began the process of merging Sirius and XM;
26 and 2) prohibited interoperable radios from entering the market.

27 212. Such actions were taken intentionally, knowingly and
28 willingly.

1 213. Substantial further steps were taken in advance of the
2 conspiracy when Individual Sirius Defendants and Individual XM
3 Defendants caused Sirius and XM to enter into the merger
4 agreement, and when Defendants prohibited interoperable radios
5 from entering the market.

6 214. Pursuant to 15 U.S.C. § 15, any person injured his, her
7 or its business or property by reason of a violation of 15 U.S.C.
8 § 1 or 2 may recover threefold the actual damages, plus the costs
9 of the suit, including reasonable attorneys fees and prejudgment
10 interest.

11 215. As a result of the above actions, trade amongst the
12 several states has been restrained in that competition between
13 Sirius and XM service has been artificially constrained, in that
14 consumers have no real ability to choose between XM and Sirius, in
15 that consumers have been charged artificially high rates, and in
16 that Sirius has lost market share.

17 216. Sirius and XM together account for 100% of the satellite
18 radio market. Their merger places the entire satellite radio
19 market under the control of a single entity. Accordingly, there
20 is a monopoly.

21 217. Defendants have engaged in anticompetitive activities by
22 preventing interoperable radios from entering the market. This
23 has virtually eliminated inter-brand competition, and has harmed
24 Sirius.

25 218. All of these activities adversely impact interstate
26 commerce and trade.

27 219. As a direct and proximate result of the Defendants'
28 actions alleged above, Sirius has been damaged in an amount to be

1 determined at trial.

2 CONCLUSION

3 220. The acts and omissions of the Defendants together with
4 unknown co-conspirators constitute an enterprise for racketeering
5 and corrupt practices that exists today and is on-going for the
6 purpose of influencing federal authority, i.e., the Federal
7 Communications Commission and Department of Justice, to rescind
8 restrictions against combining the satellite radio spectrum of
9 the only two licensees of that spectrum so that Sirius and XM can
10 merge rather than compete by making available interoperable
11 satellite radios receivers.

12 221. The acts and omissions of the Defendants together with
13 the acts and omissions of unknown co-conspirators, constitute an
14 enterprise for racketeering and corrupt practices that willfully
15 and wrongfully was intended to mislead and misrepresent the true
16 purpose of the merger and the true timeline for deploying
17 interoperable radios.

18 222. As a result of the enterprise and to further the
19 enterprise, Defendants, together with unknown co-conspirators,
20 engaged in conduct that breached their fiduciary duties to Sirius
21 and to Hartleib.


22 223. As a result of the conspiracy to contract, combine and
23 conspire in restraint of trade, and the monopolization,
24 combination to monopolize and conspiracy to monopolize the
25 satellite radio industry which constitutes trade and commerce
26 among the states, Defendants have violated 15 U.S.C. §§ 1 and 2.

27 WHEREFORE, Plaintiff demands judgment against all Defendants
28 as follows:

- 1 A. rescission of the merger;
- 2 B. awarding Sirius treble damages as a result of
- 3 Defendants' violations of the Federal Racketeer Influenced and
- 4 Corrupt Organizations Act, 18 U.S.C. 1961 et seq.;
- 5 C. awarding Sirius damages as a result of Defendants'
- 6 breach of fiduciary duties;
- 7 D. awarding Plaintiff damages as a result of
- 8 Defendants' breach of fiduciary duties;
- 9 E. awarding Sirius treble damages as a result of
- 10 Defendants' violations of 15 U.S.C. §§ 1 and 2.;
- 11 F. awarding to the Plaintiff prejudgment and post-
- 12 judgment interest at the lawful rate;
- 13 G. awarding to Plaintiff the costs and disbursements
- 14 of this action, including reasonable attorneys' fees, and
- 15 H. for any other and further relief this Court deems
- 16 just and proper under the circumstances.

17 DATED: 10/27/08

18 Respectfully submitted,
19 HORWITZ, CRON & JASPER

20 
21 _____
22 THOMAS D. GEORGIANNA
 Attorney for Plaintiff
 MICHAEL HARTLEIB

23 VERIFICATION

24 I, MICHAEL HARTLEIB, am the Plaintiff in this action. I have

25 read the foregoing complaint and know the contents thereof. The

26 same is true of my own knowledge, except as to those matters

27 which are therein stated on information and belief, and as to

28 those matters, I believe them to be true.

1 I declare under penalty of perjury under the laws of the
2 State of California that the foregoing is true and correct.

3 Date: 10-27 -, 2008

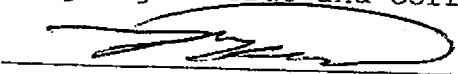

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MICHAEL HARTLEIB

EXHIBIT “A”

March 14, 2005

Mr. Thomas S. Tycz
Chief, Satellite Division
International Bureau
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

RECEIVED

MAR 14 2005

Federal Communications Commission
Office of Secretary

Re: IB Docket No. 95-91; SAT-MOD 20040212-00017; SAT-RPL-20040212-00018; SAT-RPL-20040212-00019; SAT-AMEND-97; 10/11-DSS-P-9312/15/92; 26/27-DSS-LA-931/15/93; 83/83-SAT-AMEND-953/10/95

Dear Mr. Tycz:

On January 28, 2005, you asked XM Radio Inc. ("XM") and Sirius Satellite Radio Inc. ("Sirius") to update you on their activities related to receiver design.¹ XM and Sirius jointly submit this letter in response to your request, and reconfirm their compliance with Section 25.144(a)(3)(ii) of the Commission's rules by including interoperable radios in their respective system designs.

XM and Sirius have designed and licensed receiver systems that share a common head unit, antenna, and wiring harness, while other entities continue to be responsible for the manufacture and distribution of satellite radios. Several aftermarket and OEM radio manufacturers now produce head units that operate with the receiver boxes of either service provider. Some head units are also branded and marketed as "SAT Ready" to denote their ability to work with both systems. At least one automaker factory installs head units and antennas that are compatible with both XM and Sirius' systems. This configuration allows the customer to purchase a trunk-mounted box for either satellite radio provider without disturbing the rest of the components. This unit can be swapped at any time for a trunk-mounted box from the other satellite radio provider.

In February 2000, XM and Sirius signed a joint development agreement to develop interoperable technologies, and cross-licensed to each other their respective intellectual property and technology to advance the joint venture. This joint venture has been tasked with combining XM's and Sirius' proprietary chipsets into a compact and efficient device capable of receiving both services. The joint venture has been staffed with engineering personnel that are independent of XM and Sirius. To date, the

¹ See Letter from Thomas S. Tycz to Lon C. Levin, XM Radio Inc. (January 28, 2005); Letter from Thomas S. Tycz to Patrick L. Donnelly, Sirius Satellite Radio Inc. (January 28, 2005).


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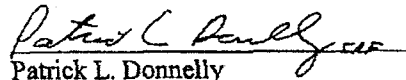
Mr. Thomas S. Tycz
March 14, 2005
Page 3

interoperable radios, however, will depend in large part on factors outside of the control of either XM or Sirius, including consumer demand for interoperability and the willingness of manufacturers to manufacture, distribute, market and sell interoperable radios after carefully weighing the integration, qualification, costs and efficiency considerations.

Please contact the undersigned if you have any further questions.

Very truly yours,


William Bailey
Senior Vice President
Regulatory and Government Affairs
XM Radio Inc.
1500 Eckington Place, NE
Washington, DC 20002
202 380 4000


Patrick L. Donnelly
Executive Vice President and General Counsel
Sirius Satellite Radio Inc.
1221 Avenue of the Americas
New York, NY 10020
212 584 5100

cc: Office of the Secretary
JoAnn Lucanik
Stephen Duall

EXHIBIT “B”

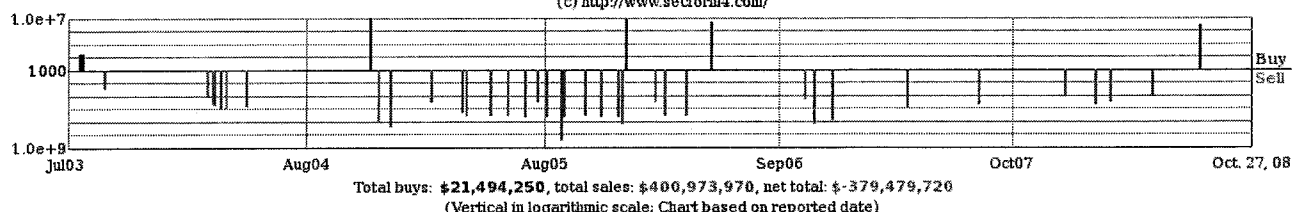
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Enter Stock Ticker Symbol or Clk:

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"Insiders might sell their shares for any number of reasons, but they buy them for only one: they think the price will rise"
- Peter Lynch ==>> What is insider trading>>

SIRI Insider Trading - Sirius Satellite Radio Inc
(c) <http://www.secform4.com/>**Sirius Satellite Radio Inc: Insider Trading and Stock Options**[Goto page 0, 1, 2, 3, Next](#)**Common stock purchase or sale:**

Transaction & Date	Reported Date	Company	Symbol	Insider Relationship	Shares Traded	Average Price	Total Amount	Shares Ownership	Filing
2008-08-04 Purchase	2008-08-04 4:38 pm	SIRIUS SATELLITE RADIO INC	SIRI	KARMAZIN MEL (CEO Director)	2,000,000	\$1.373	\$2,746,400	8,500,000 (Direct)	View
2008-05-16 Sale	2008-05-19 4:04 pm	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	45,573	\$2.72	\$123,959	1,755,103 (Direct)	View
2008-03-14 Sale	2008-03-17 3:30 pm	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	110,351	\$2.73	\$301,258	830,790 (Direct)	View
2008-02-19 Sale	2008-02-21 4:10 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	55,468	\$3.1	\$171,951	1,238,479 (Direct)	View
2008-02-19 Sale	2008-02-21 4:09 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	55,092	\$3.1	\$170,785	1,473,307 (Direct)	View
2008-02-19 Sale	2008-02-21 4:09 pm	SIRIUS SATELLITE RADIO INC	SIRI	Calderone Adrienne Elizabeth (SVP and Corporate Controller)	3,190	\$3.1	\$9,889	24,358 (Direct)	View
2008-02-19 Sale	2008-02-21 4:09 pm	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	30,165	\$3.1	\$93,512	1,800,676 (Direct)	View
2007-12-31 Sale	2008-01-02 4:01 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	33,334	\$3	\$100,002	1,115,375 (Direct)	View
2007-08-07 Sale	2007-08-09 4:06 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	144,848	\$3.01	\$435,992	1,375,088 (Direct)	View
2007-04-13 Sale	2007-04-17 5:01 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	153,023	\$3.08	\$471,311	1,519,936 (Direct)	View
2007-04-13 Sale	2007-04-17 5:01 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	132,699	\$3.08	\$408,713	1,123,675 (Direct)	View
2006-12-11 Sale	2006-12-12 5:02 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	1,846,475	\$3.822	\$7,056,674	3,775,785 (Direct)	View
2006-11-10 Sale	2006-11-13 4:31 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	1,201,918	\$4.2	\$5,047,815	1,564,850 (Direct)	View
2006-11-10 Sale	2006-11-13 4:31 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	1,300,000	\$4.2	\$5,459,740	1,131,374 (Direct)	View

Other transactions:

Transaction & Date	Reported Date	Company	Symbol	Insider Relationship	Shares Traded	Average Price	Total Amount	Shares Ownership	Filing
2008-07-28 Option Award	2008-07-30 5:39 pm	SIRIUS SATELLITE RADIO INC	SIRI	ZIENTS JEFFREY D (Director)	1,242,000	\$0	\$0	1,242,000 (Indirect)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	SIRIUS SATELLITE RADIO INC	SIRI	SHAW JACK A (Director)	184,000	\$0	\$0	184,000 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	SIRIUS SATELLITE RADIO INC	SIRI	PARSONS GARY (Director)	3,203,581	\$0	\$0	74,423 (Direct Indirect)	View
2008-03-25 Gift	2008-03-26 4:08 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	25,000	\$0	\$0	3,525,785 (Direct)	View
2008-02-12 Option Award	2008-02-13 4:06 pm	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	300,000	\$0	\$0	941,141 (Direct)	View
2008-01-23 Option Award	2008-01-25 4:04 pm	SIRIUS SATELLITE RADIO INC	SIRI	Calderone Adrienne Elizabeth (SVP and Corporate Controller)	19,164	\$0	\$0	27,548 (Direct)	View
2008-01-23 Option Award	2008-01-25 4:04 pm	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	104,530	\$0	\$0	1,830,841 (Direct)	View
2008-01-23 Option Award	2008-01-25 4:04 pm	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	121,952	\$0	\$0	641,141 (Direct)	View
2008-01-23 Option Award	2008-01-25 4:04 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	153,311	\$0	\$0	1,528,399 (Direct)	View
2008-01-23	2008-01-25			MEYER JAMES E				1,293,947	

Option Award	4:04 pm	SIRIUS SATELLITE RADIO INC	SIRI	(President, Sales & Operations)	178,572	\$0	\$0	(Direct)	View
2007-12-31 Exercise	2008-01-02 4:01 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	33,334	\$1.04	\$34,667	1,148,709 (Direct)	View
2007-09-05 Gift	2007-09-06 4:05 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	8,300	\$0	\$0	1,115,375 (Direct)	View
2007-05-17 Option Award	2007-05-21 4:08 pm	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	275,000	\$0	\$0	1,726,311 (Direct)	View
2007-04-09 Gift	2007-04-11 4:12 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	225,000	\$0	\$0	3,550,785 (Direct)	View
2007-02-01 Option Award	2007-02-05 4:37 pm	SIRIUS SATELLITE RADIO INC	SIRI	Calderone Adrienne Elizabeth (SVP and Corporate Controller)	8,109	\$0	\$0	8,109 (Direct)	View
2007-02-01 Option Award	2007-02-05 4:37 pm	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	60,811	\$0	\$0	1,451,311 (Direct)	View
2007-02-01 Option Award	2007-02-05 4:37 pm	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	70,946	\$0	\$0	519,189 (Direct)	View
2007-02-01 Option Award	2007-02-05 4:37 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	108,109	\$0	\$0	1,672,959 (Direct)	View
2007-02-01 Option Award	2007-02-05 4:37 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	125,000	\$0	\$0	1,256,374 (Direct)	View
2006-12-11 Exercise	2006-12-12 5:02 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	3,100,000	\$1.04	\$3,224,000	5,622,260 (Direct)	View
2006-11-10 Exercise	2006-11-13 4:31 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	1,350,000	\$3.14	\$4,239,000	2,766,768 (Direct)	View
2006-11-10 Exercise	2006-11-13 4:31 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	1,300,000	\$2.978	\$3,872,000	2,431,374 (Direct)	View

Stock options: Exercise, Award, Grant, Conversion

Transaction & Date	Reported Date	Exercisable Expiration	Company	Symbol	Insider Relationship	Shares Traded	Conversion Price	Shares Ownership	Filing
2008-07-28 Option Award	2008-07-30 5:39 pm	N/A 2016-05-26	SIRIUS SATELLITE RADIO INC	SIRI	ZIENTS JEFFREY D (Director)	46,000	\$3.11	46,000 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:39 pm	N/A 2017-08-10	SIRIUS SATELLITE RADIO INC	SIRI	ZIENTS JEFFREY D (Director)	46,000	\$2.48	46,000 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2015-05-26	SIRIUS SATELLITE RADIO INC	SIRI	HARTENSTEIN EDDY W (Director)	46,000	\$6.88	46,000 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2016-04-20	SIRIUS SATELLITE RADIO INC	SIRI	HARTENSTEIN EDDY W (Director)	46,000	\$4.88	46,000 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2017-08-10	SIRIUS SATELLITE RADIO INC	SIRI	HARTENSTEIN EDDY W (Director)	46,000	\$2.48	46,000 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2014-03-25	SIRIUS SATELLITE RADIO INC	SIRI	SHAW JACK A (Director)	46,000	\$5.9	46,000 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2015-04-20	SIRIUS SATELLITE RADIO INC	SIRI	SHAW JACK A (Director)	46,000	\$5.84	46,000 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2016-04-20	SIRIUS SATELLITE RADIO INC	SIRI	SHAW JACK A (Director)	46,000	\$4.89	46,000 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2017-08-10	SIRIUS SATELLITE RADIO INC	SIRI	SHAW JACK A (Director)	46,000	\$2.49	46,000 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2009-07-07	SIRIUS SATELLITE RADIO INC	SIRI	SHAW JACK A (Director)	123,082	\$2.07	123,082 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2016-12-15	SIRIUS SATELLITE RADIO INC	SIRI	AMBLE JOAN LORDI (Director)	46,000	\$3.45	46,000 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2017-08-10	SIRIUS SATELLITE RADIO INC	SIRI	AMBLE JOAN LORDI (Director)	46,000	\$2.48	46,000 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2010-07-21	SIRIUS SATELLITE RADIO INC	SIRI	PARSONS GARY (Director)	460,000	\$8.1	460,000 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2014-08-06	SIRIUS SATELLITE RADIO INC	SIRI	PARSONS GARY (Director)	3,450,000	\$5.32	3,450,000 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2014-02-18	SIRIUS SATELLITE RADIO INC	SIRI	PARSONS GARY (Director)	1,150,000	\$4.79	1,150,000 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2012-01-16	SIRIUS SATELLITE RADIO INC	SIRI	PARSONS GARY (Director)	149,500	\$3.65	149,500 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2011-07-02	SIRIUS SATELLITE RADIO INC	SIRI	PARSONS GARY (Director)	1,230,500	\$3.65	1,230,500 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2009-07-16	SIRIUS SATELLITE RADIO INC	SIRI	PARSONS GARY (Director)	1,230,822	\$2.07	1,230,822 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2012-07-01	SIRIUS SATELLITE RADIO INC	SIRI	PARSONS GARY (Director)	690,000	\$1.46	690,000 (Direct)	View
2008-07-28 Option Award	2008-07-30 5:38 pm	N/A 2013-03-20	SIRIUS SATELLITE RADIO INC	SIRI	PARSONS GARY (Director)	1,840,000	\$1.17	1,840,000 (Direct)	View
2008-02-12 Option Award	2008-02-13 4:06 pm	2009-02-12 2018-02-12	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	1,500,000	\$3.1	1,500,000 (Direct)	View
2008-01-23 Option Award	2008-01-25 4:04 pm	2009-01-23 2018-01-23	SIRIUS SATELLITE RADIO INC	SIRI	Calderone Adrienne Elizabeth (SVP and Corporate Controller)	156,000	\$2.87	156,000 (Direct)	View
2008-01-23 Option Award	2008-01-25 4:04 pm	2009-01-23 2018-01-23	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	483,000	\$2.87	483,000 (Direct)	View
2008-01-23 Option Award	2008-01-25 4:04 pm	2009-01-23 2018-01-23	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	607,000	\$2.87	607,000 (Direct)	View
2008-01-23 Option Award	2008-01-25 4:04 pm	2009-01-23 2018-01-23	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	707,000	\$2.87	707,000 (Direct)	View
2007-12-31 Exercise	2008-01-02 4:01 pm	2004-07-01 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	33,334	\$1.04	66,666 (Direct)	View
2007-08-15 Option Award	2007-08-17 09:55 am	2008-08-15 2017-08-15	SIRIUS SATELLITE RADIO INC	SIRI	MCGUINNESS MICHAEL (Director)	45,962	\$2.9	45,962 (Direct)	View
2007-08-15 Option Award	2007-08-17 09:55 am	2008-08-15 2017-08-15	SIRIUS SATELLITE RADIO INC	SIRI	MOONEY JAMES (Director)	45,962	\$2.9	45,962 (Direct)	View
2007-08-15 Option Award	2007-08-17 09:54 am	2008-08-15 2017-08-15	SIRIUS SATELLITE RADIO INC	SIRI	BLACK LEON D (Director)	45,962	\$2.9	45,962 (Direct)	View
2007-08-15 Option Award	2007-08-17 09:54 am	2008-08-15 2017-08-15	SIRIUS SATELLITE RADIO INC	SIRI	GILBERTI LAWRENCE F (Director)	45,962	\$2.9	45,962 (Direct)	View
2007-08-15 Option Award	2007-08-17 09:54 am	2008-08-15 2017-08-15	SIRIUS SATELLITE RADIO INC	SIRI	HOLDEN JAMES P (Director)	45,962	\$2.9	45,962 (Direct)	View
2007-08-15	2007-08-17	2008-08-15							

Option Award	09:54 am	2017-08-15	SIRIUS SATELLITE RADIO INC	SIRI	LIEBERFARB WARREN N (Director)	45,962	\$2.9	45,962 (Direct)	View
2007-05-17 Option Award	2007-05-21 4:08 pm	2008-05-17 2017-05-17	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	1,450,000	\$2.72	1,450,000 (Direct)	View
2007-02-01 Option Award	2007-02-05 4:37 pm	2008-02-01 2017-02-01	SIRIUS SATELLITE RADIO INC	SIRI	Calderone Adrienne Elizabeth (SVP and Corporate Controller)	64,000	\$3.7	64,000 (Direct)	View
2007-02-01 Option Award	2007-02-05 4:37 pm	2008-02-01 2017-02-01	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	256,000	\$3.7	256,000 (Direct)	View
2007-02-01 Option Award	2007-02-05 4:37 pm	2008-02-01 2017-02-01	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	307,000	\$3.7	307,000 (Direct)	View
2007-02-01 Option Award	2007-02-05 4:37 pm	2008-02-01 2017-02-01	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	435,000	\$3.7	435,000 (Direct)	View
2007-02-01 Option Award	2007-02-05 4:37 pm	2008-02-01 2017-02-01	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	512,000	\$3.7	512,000 (Direct)	View
2006-12-11 Exercise	2006-12-12 5:02 pm	2004-07-01 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	3,000,000	\$1.04	0 (Direct)	View
2006-12-11 Exercise	2006-12-12 5:02 pm	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	100,000	\$1.04	0 (Direct)	View
2006-11-10 Exercise	2006-11-13 4:31 pm	2004-05-05 2014-05-05	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	1,350,000	\$3.14	1,450,000 (Direct)	View
2006-11-10 Exercise	2006-11-13 4:31 pm	2004-05-05 2014-05-05	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	1,200,000	\$3.14	600,000 (Direct)	View
2006-11-10 Exercise	2006-11-13 4:31 pm	2004-07-01 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	100,000	\$1.04	100,000 (Direct)	View

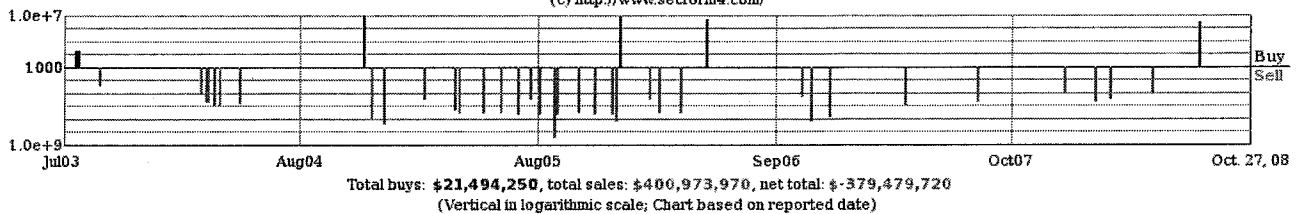
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"Insiders might sell their shares for any number of reasons, but they buy them for only one: they think the price will rise"
- Peter Lynch ==>> [What is insider trading>>](#)

SIRI Insider Trading - Sirius Satellite Radio Inc(c) <http://www.secform4.com/>**Sirius Satellite Radio Inc: Insider Trading and Stock Options**[Goto page Prev, 0, 1, 2, 3, Next](#)**Common stock purchase or sale:**

Transaction & Date	Reported Date	Company	Symbol	Insider Relationship	Shares Traded	Average Price	Total Amount	Shares Ownership	Filing
2006-11-10 Sale	2006-11-13 4:31 pm	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	275,000	\$4.14	\$1,138,390	448,243 (Direct)	View
2006-11-10 Sale	2006-11-13 4:31 pm	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	1,089,095	\$4.2	\$4,573,981	1,390,500 (Direct)	View
2006-10-25 Sale	2006-10-26 4:20 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	22,325	\$3.7	\$82,602	1,131,374 (Direct)	View
2006-10-25 Sale	2006-10-26 4:19 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	31,049	\$3.7	\$114,881	1,416,768 (Direct)	View
2006-05-30 Purchase	2006-05-30 10:17 am	SIRIUS SATELLITE RADIO INC	SIRI	KARMAZIN MEL (CEO Director)	1,000,000	\$4.468	\$4,468,000	6,500,000 (Direct)	View
2006-04-13 Sale	2006-04-17 4:28 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	276,419	\$5.32	\$1,470,549	1,447,817 (Direct)	View
2006-04-13 Sale	2006-04-17 4:28 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	337,863	\$5.32	\$1,797,431	853,699 (Direct)	View
2006-03-14 Sale	2006-03-15 09:25 am	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	529,185	\$4.45	\$2,355,032	746,261 (Direct)	View
2006-03-14 Sale	2006-03-15 09:25 am	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	264,593	\$4.45	\$1,177,518	723,243 (Direct)	View
2006-02-28 Sale	2006-02-28 4:16 pm	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	12,991	\$5.22	\$67,813	1,275,446 (Direct)	View
2006-02-28 Sale	2006-02-28 4:16 pm	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	9,273	\$5.22	\$48,405	987,836 (Direct)	View
2006-02-28 Sale	2006-02-28 4:16 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	16,143	\$5.22	\$84,266	1,724,236 (Direct)	View
2006-02-28 Sale	2006-02-28 4:16 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	14,793	\$5.22	\$77,219	1,191,562 (Direct)	View
2006-01-12 Purchase	2006-01-12 11:04 am	SIRIUS SATELLITE RADIO INC	SIRI	KARMAZIN MEL (CEO Director)	1,000,000	\$6.208	\$6,208,500	5,500,000 (Direct)	View
2006-01-03 Sale	2006-01-04 4:13 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	2,131,501	\$6.609	\$14,086,024	2,972,260 (Direct)	View
2005-12-27 Sale	2005-12-28 1:05 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$7.066	\$4,239,780	5,103,761 (Direct)	View
2005-11-28 Sale	2005-11-29 5:00 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$7.028	\$4,216,620	5,103,761 (Direct)	View
2005-10-31 Sale	2005-11-01 4:18 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$6.126	\$3,675,360	5,103,761 (Direct)	View
2005-09-26 Sale	2005-09-27 4:35 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$6.655	\$3,993,180	5,103,761 (Direct)	View
2005-09-22 Sale	2005-09-23 5:18 pm	SIRIUS SATELLITE RADIO INC	SIRI	APOLLO ADVISORS IV LP APOLLO INVESTMENT FUND IV LP APOLLO OVERSEAS PARTNERS IV LP (10% owner)	40,000,000	\$7.046	\$281,840,000	117,107,857 (Indirect)	View
2005-08-29 Sale	2005-08-30 4:37 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$6.649	\$3,989,640	5,103,761 (Direct)	View
2005-08-12 Sale	2005-08-15 4:23 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	49,830	\$6.711	\$334,414	1,679,083 (Direct)	View
2005-07-25 Sale	2005-07-27 4:23 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director)	600,000	\$6.973	\$4,183,500	5,103,761 (Direct)	View

				Chairman of the Board)							
Other transactions:											
Transaction & Date	Reported Date	Company	Symbol	Insider Relationship	Shares Traded	Average Price	Total Amount	Shares Ownership	Filing		
2006-11-10 Exercise	2006-11-13 4:31 pm	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	1,733,334	\$1.04	\$1,802,667	2,479,595 (Direct)	View		
2006-01-10-2006-08-21 Gift	2006-08-22 4:39 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	450,000	\$0	\$0	2,522,260 (Direct)	View		
2006-05-24 Option Award	2006-05-31 4:17 pm	SIRIUS SATELLITE RADIO INC	SIRI	LIEBERFARB WARREN N (Director)	11,159	\$0	\$0	85,397 (Direct)	View		
2006-05-24 Option Award	2006-05-31 3:50 pm	SIRIUS SATELLITE RADIO INC	SIRI	BLACK LEON D (Director)	11,159	\$0	\$0	47,425 (Direct)	View		
2006-05-24 Option Award	2006-05-31 3:50 pm	SIRIUS SATELLITE RADIO INC	SIRI	GILBERTI LAWRENCE F (Director)	11,159	\$0	\$0	146,710 (Direct)	View		
2006-05-24 Option Award	2006-05-31 3:50 pm	SIRIUS SATELLITE RADIO INC	SIRI	HOLDEN JAMES P (Director)	11,159	\$0	\$0	140,672 (Direct)	View		
2006-05-24 Option Award	2006-05-31 3:50 pm	SIRIUS SATELLITE RADIO INC	SIRI	MCGUINNESS MICHAEL (Director)	11,159	\$0	\$0	78,772 (Direct)	View		
2006-05-24 Option Award	2006-05-31 3:50 pm	SIRIUS SATELLITE RADIO INC	SIRI	MOONEY JAMES (Director)	11,159	\$0	\$0	92,070 (Direct)	View		
2006-04-16 Option Award	2006-04-17 4:28 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	300,000	\$0	\$0	1,153,699 (Direct)	View		
2006-02-01 Option Award	2006-02-03 2:11 pm	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	35,026	\$0	\$0	1,288,437 (Direct)	View		
2006-02-01 Option Award	2006-02-03 2:11 pm	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	39,405	\$0	\$0	997,109 (Direct)	View		
2006-02-01 Option Award	2006-02-03 2:11 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	61,296	\$0	\$0	1,740,379 (Direct)	View		
2006-02-01 Option Award	2006-02-03 2:11 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	70,053	\$0	\$0	1,206,355 (Direct)	View		
2005-12-27 Exercise	2005-12-28 1:05 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	\$624,000	5,703,761 (Direct)	View		
2005-11-28 Exercise	2005-11-29 5:00 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	\$624,000	5,703,761 (Direct)	View		
2005-10-31 Exercise	2005-11-01 4:18 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	\$624,000	5,703,761 (Direct)	View		
2005-09-26 Exercise	2005-09-27 4:35 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	\$624,000	5,703,761 (Direct)	View		
2005-08-29 Exercise	2005-08-30 4:37 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	\$624,000	5,703,761 (Direct)	View		
2005-08-10 Option Award	2005-08-11 4:10 pm	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	300,000	\$0	\$0	957,704 (Direct)	View		
2005-08-08 Option Award	2005-08-11 4:10 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	462,222	\$0	\$0	1,728,913 (Direct)	View		
2005-08-09 Option Award	2005-08-11 4:10 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	48,067	\$0	\$0	1,136,302 (Direct)	View		
2005-07-25 Exercise	2005-07-27 4:23 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	\$624,000	5,703,761 (Direct)	View		
2005-05-25 Option Award	2005-07-08 2:35 pm	SIRIUS SATELLITE RADIO INC	SIRI	MCGUINNESS MICHAEL (Director)	6,531	\$0	\$0	67,613 (Direct)	View		
2005-05-25 Option Award	2005-07-08 2:35 pm	SIRIUS SATELLITE RADIO INC	SIRI	MOONEY JAMES (Director)	6,531	\$0	\$0	80,911 (Direct)	View		
Stock options: Exercise, Award, Grant, Conversion											
Transaction & Date	Reported Date	Exercisable Expiration	Company	Symbol	Insider Relationship	Shares Traded	Conversion Price	Shares Ownership	Filing		
2006-11-10 Exercise	2006-11-13 4:31 pm	2004-07-01 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	533,334	\$1.04	16,666 (Direct)	View		
2006-11-10 Exercise	2006-11-13 4:31 pm	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	1,200,000	\$1.04	0 (Direct)	View		
2006-08-03 Option Award	2006-08-07 2:52 pm	2007-08-03 2016-08-03	SIRIUS SATELLITE RADIO INC	SIRI	Calderone Adrienne Elizabeth (SVP and Corporate Controller)	80,000	\$4.02	80,000 (Direct)	View		
2006-05-24 Option Award	2006-05-31 4:17 pm	2007-05-24 2016-05-24	SIRIUS SATELLITE RADIO INC	SIRI	LIEBERFARB WARREN N (Director)	11,326	\$3.9	11,326 (Direct)	View		
2006-05-24 Option Award	2006-05-31 3:50 pm	2007-05-24 2016-05-24	SIRIUS SATELLITE RADIO INC	SIRI	BLACK LEON D (Director)	11,326	\$3.9	11,326 (Direct)	View		
2006-05-24 Option Award	2006-05-31 3:50 pm	2007-05-24 2016-05-24	SIRIUS SATELLITE RADIO INC	SIRI	GILBERTI LAWRENCE F (Director)	11,326	\$3.9	11,326 (Direct)	View		
2006-05-24 Option Award	2006-05-31 3:50 pm	2007-05-24 2016-05-24	SIRIUS SATELLITE RADIO INC	SIRI	HOLDEN JAMES P (Director)	11,326	\$3.9	11,326 (Direct)	View		
2006-05-24 Option Award	2006-05-31 3:50 pm	2007-05-24 2016-05-24	SIRIUS SATELLITE RADIO INC	SIRI	MCGUINNESS MICHAEL (Director)	11,326	\$3.9	11,326 (Direct)	View		
2006-05-24 Option Award	2006-05-31 3:50 pm	2007-05-24 2016-05-24	SIRIUS SATELLITE RADIO INC	SIRI	MOONEY JAMES (Director)	11,326	\$3.9	11,326 (Direct)	View		
2006-02-01 Option Award	2006-02-03 2:11 pm	2007-02-01 2016-02-01	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	120,000	\$5.71	120,000 (Direct)	View		
2006-02-02 Option Award	2006-02-03 2:11 pm	2007-02-02 2016-02-02	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	1,350,000	\$5.54	1,350,000 (Direct)	View		
2005-12-27 Exercise	2005-12-28 1:05 pm	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	100,000 (Direct)	View		
2005-11-28 Exercise	2005-11-29 5:00 pm	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	700,000 (Direct)	View		
2005-10-31 Exercise	2005-11-01 4:18 pm	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	1,300,000 (Direct)	View		
2005-09-26 Exercise	2005-09-27 4:35 pm	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	1,900,000 (Direct)	View		

2005-08-29 Exercise	2005-08-30 4:37 pm	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	2,500,000 (Direct)	View
2005-08-10 Option Award	2005-08-11 4:10 pm	2006-08-10 2015-08-10	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	700,000	\$6.61	700,000 (Direct)	View
2005-08-08 Option Award	2005-08-11 4:10 pm	2006-08-08 2015-08-08	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	1,250,000	\$6.602	1,250,000 (Direct)	View
2005-07-25 Exercise	2005-07-27 4:23 pm	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	3,100,000 (Direct)	View
2005-05-25 Option Award	2005-07-08 2:35 pm	2006-05-25 2015-05-25	SIRIUS SATELLITE RADIO INC	SIRI	MCGUINNESS MICHAEL (Director)	7,307	\$5.64	7,307 (Direct)	View
2005-05-25 Option Award	2005-07-08 2:35 pm	2006-05-25 2015-05-25	SIRIUS SATELLITE RADIO INC	SIRI	MOONEY JAMES (Director)	7,307	\$5.64	7,307 (Direct)	View

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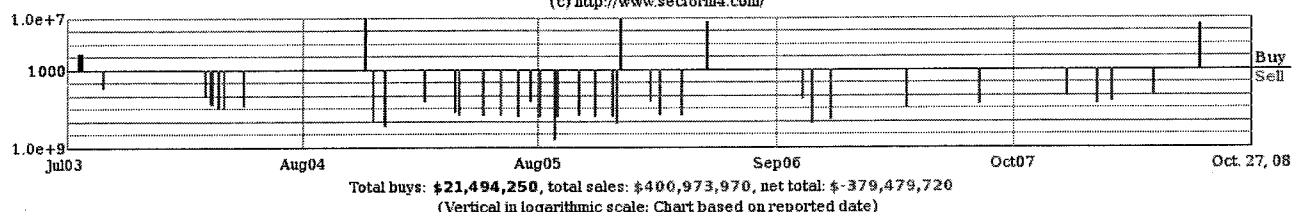
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**Sirius Satellite Radio Inc: Insider Trading and Stock Options**[Goto page Prev, 0, 1, 2, 3, Next](#)**Common stock purchase or sale:**

Transaction & Date	Reported Date	Company	Symbol	Insider Relationship	Shares Traded	Average Price	Total Amount	Shares Ownership	Filing
2005-06-27 Sale	2005-06-29 4:02 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$5.994	\$3,596,340	5,103,761 (Direct)	View
2005-06-02 Sale	2005-06-03 11:59 am	SIRIUS SATELLITE RADIO INC	SIRI	GILBERTI LAWRENCE F (Director)	5,962	\$5.933	\$35,374	129,020 (Direct)	View
2005-05-31 Sale	2005-06-01 5:02 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$5.993	\$3,595,800	5,103,761 (Direct)	View
2005-04-25 Sale	2005-04-25 4:26 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$5.13	\$3,078,000	5,103,761 (Direct)	View
2005-04-15 Sale	2005-04-19 5:01 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	211,381	\$5.252	\$1,110,258	1,266,691 (Direct)	View
2005-04-15 Sale	2005-04-19 5:01 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	179,635	\$5.252	\$943,515	1,088,235 (Direct)	View
2005-02-28 Sale	2005-03-01 4:35 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	44,009	\$5.15	\$226,646	5,053,593 (Direct)	View
2005-02-28 Sale	2005-03-01 4:35 pm	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	14,265	\$5.15	\$73,465	1,226,497 (Direct)	View
2004-12-23 Sale	2004-12-23 3:58 pm	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	750,000	\$7.95	\$5,962,575	1,240,762 (Direct)	View
2004-12-22 Sale	2004-12-23 3:58 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	2,000,000	\$7.918	\$15,837,000	5,097,602 (Direct)	View
2004-12-03 Sale	2004-12-03 5:00 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Operations & Sales)	1,000,000	\$7.524	\$7,524,000	1,134,425 (Direct)	View
2004-12-03 Sale	2004-12-03 5:00 pm	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	250,000	\$7.52	\$1,880,000	632,799 (Direct)	View
2004-11-19 Purchase	2004-11-22 1:05 pm	SIRIUS SATELLITE RADIO INC	SIRI	KARMAZIN MEL (CEO Director)	1,500,000	\$5.359	\$8,038,350	4,500,000 (Direct)	View
2004-05-05 Sale	2004-05-07 3:09 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	130,373	\$3.429	\$447,075	1,444,627 (Direct)	View
2004-05-07 Sale	2004-05-07 3:09 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Operations & Sales)	65,575	\$3.23	\$211,807	1,134,425 (Direct)	View
2004-04-02 Sale	2004-04-05 4:09 pm	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	300,000	\$3.567	\$1,070,250	1,240,762 (Direct)	View
2004-03-24 Sale	2004-03-26 4:04 pm	SIRIUS SATELLITE RADIO INC	SIRI	RYAN MARY PATRICIA (EVP, Marketing)	200,000	\$3.1	\$620,000	1,097,809 (Direct)	View
2004-03-25 Sale	2004-03-26 4:04 pm	SIRIUS SATELLITE RADIO INC	SIRI	LAPLANTE JOSEPH (EVP, Programming)	125,000	\$3.127	\$390,812	628,430 (Direct)	View
2004-03-16 Sale	2004-03-18 10:57 am	SIRIUS SATELLITE RADIO INC	SIRI	RYAN MARY PATRICIA (EVP, Marketing)	150,000	\$3.041	\$456,090	1,097,809 (Direct)	View

Other transactions:

Transaction & Date	Reported Date	Company	Symbol	Insider Relationship	Shares Traded	Average Price	Total Amount	Shares Ownership	Filing
2005-05-25 Option Award	2005-07-08 2:35 pm	SIRIUS SATELLITE RADIO INC	SIRI	BLACK LEON D (Director)	6,531	\$0	\$0	36,266 (Direct)	View
2005-05-25 Option Award	2005-07-08 2:35 pm	SIRIUS SATELLITE RADIO INC	SIRI	GILBERTI LAWRENCE F (Director)	6,531	\$0	\$0	131,513 (Direct)	View
2005-05-25 Option Award	2005-07-08 2:35 pm	SIRIUS SATELLITE RADIO INC	SIRI	HOLDEN JAMES P (Director)	6,531	\$0	\$0	129,513 (Direct)	View
2005-05-25 Option Award	2005-07-08 2:35 pm	SIRIUS SATELLITE RADIO INC	SIRI	LIEBERFARB WARREN N (Director)	6,531	\$0	\$0	74,238 (Direct)	View

2005-06-27 Exercise	2005-06-29 4:02 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	\$624,000	5,703,761 (Direct)	View
2005-06-02 Exercise	2005-06-03 11:59 am	SIRIUS SATELLITE RADIO INC	SIRI	GILBERTI LAWRENCE F (Director)	10,000	\$3.5	\$35,000	134,982 (Direct)	View
2005-05-31 Exercise	2005-06-01 5:02 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	\$624,000	5,703,761 (Direct)	View
2005-04-25 Exercise	2005-04-25 4:26 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	\$624,000	5,703,761 (Direct)	View
2004-07-13 Option Award	2005-04-14 2:45 pm	SIRIUS SATELLITE RADIO INC	SIRI	MOONEY JAMES (Director)	7,000	\$2.66	\$18,620	9,100 (Indirect)	View
2005-03-11 Option Award	2005-03-14 4:24 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Sales & Operations)	100,000	\$0	\$0	1,267,870 (Direct)	View
2005-03-07 Option Award	2005-03-08 4:05 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Operations & Sales)	33,445	\$0	\$0	1,167,870 (Direct)	View
2005-03-07 Option Award	2005-03-08 4:04 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	50,168	\$0	\$0	5,103,761 (Direct)	View
2005-03-07 Option Award	2005-03-08 4:04 pm	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	24,905	\$0	\$0	657,704 (Direct)	View
2005-03-07 Option Award	2005-03-08 4:04 pm	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	26,914	\$0	\$0	1,253,411 (Direct)	View
2005-03-07 Option Award	2005-03-08 4:04 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	33,445	\$0	\$0	1,478,072 (Direct)	View
2005-01-10 Exercise	2005-01-11 9:06 pm	SIRIUS SATELLITE RADIO INC	SIRI	APOLLO ADVISORS IV LP APOLLO OVERSEAS PARTNERS IV LP APOLLO INVESTMENT FUND IV LP APOLLO MANAGEMENT IV LP (10% owner)	39,538,505	\$0.9915	\$39,201,718	157,107,857 (Indirect)	View
2004-12-23 Exercise	2004-12-23 3:58 pm	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	750,000	\$1.04	\$780,000	1,990,762 (Direct)	View
2004-12-22 Exercise Gift	2004-12-23 3:58 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	2,150,000	\$0.9674	\$2,080,000	15,000 (Direct Indirect)	View
2004-12-03 Exercise	2004-12-03 5:00 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Operations & Sales)	1,000,000	\$3.14	\$3,140,000	2,134,425 (Direct)	View
2004-12-03 Exercise	2004-12-03 5:00 pm	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	250,000	\$1.85	\$462,500	882,799 (Direct)	View
2004-11-18 Option Award	2004-11-22 1:05 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	500,000	\$0	\$0	5,097,602 (Direct)	View
2004-11-18 Option Award	2004-11-22 1:05 pm	SIRIUS SATELLITE RADIO INC	SIRI	KARMAZIN MEL (CEO Director)	3,000,000	\$0	\$0	3,000,000 (Direct)	View
2004-07-12 Option Award	2004-07-14 12:11 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (CEO Director)	10,000	\$2.7	\$27,000	165,000 (Indirect)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	SIRIUS SATELLITE RADIO INC	SIRI	BLACK LEON D (Director)	29,735	\$0	\$0	29,735 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	SIRIUS SATELLITE RADIO INC	SIRI	HOLDEN JAMES P (Director)	122,982	\$0	\$0	122,982 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	SIRIUS SATELLITE RADIO INC	SIRI	GILBERTI LAWRENCE F (Director)	122,982	\$0	\$0	124,982 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	SIRIUS SATELLITE RADIO INC	SIRI	LIEBERFARB WARREN N (Director)	67,707	\$0	\$0	67,707 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	SIRIUS SATELLITE RADIO INC	SIRI	MOONEY JAMES (Director)	74,380	\$0	\$0	74,380 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	SIRIUS SATELLITE RADIO INC	SIRI	MCGUINNESS MICHAEL (Director)	61,082	\$0	\$0	61,082 (Direct)	View
2004-05-05 Option Award	2004-05-07 3:09 pm	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	1,575,000	\$0	\$0	1,575,000 (Direct)	View
2004-05-05 Option Award	2004-05-07 3:09 pm	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Operations & Sales)	1,200,000	\$0	\$0	1,200,000 (Direct)	View
2004-04-22 Option Award	2004-04-22 2:53 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (President & CEO Director)	5,000	\$3.52	\$17,600	155,000 (Indirect)	View
2004-04-02 Exercise	2004-04-05 4:09 pm	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	300,000	\$1.04	\$312,000	1,540,762 (Direct)	View
2004-03-24 Exercise	2004-03-26 4:04 pm	SIRIUS SATELLITE RADIO INC	SIRI	RYAN MARY PATRICIA (EVP, Marketing)	200,000	\$1.04	\$208,000	1,297,809 (Direct)	View
2004-03-25 Exercise	2004-03-26 4:04 pm	SIRIUS SATELLITE RADIO INC	SIRI	LAPLANTE JOSEPH (EVP, Programming)	125,000	\$1.04	\$130,000	753,430 (Direct)	View
2004-03-16 Exercise	2004-03-18 10:57 am	SIRIUS SATELLITE RADIO INC	SIRI	RYAN MARY PATRICIA (EVP, Marketing)	150,000	\$1.04	\$156,000	1,247,809 (Direct)	View

Stock options: Exercise, Award, Grant, Conversion

Transaction & Date	Reported Date	Exercisable Expiration	Company	Symbol	Insider Relationship	Shares Traded	Conversion Price	Shares Ownership	Filing
2005-05-25 Option Award	2005-07-08 2:35 pm	2006-05-25 2015-05-25	SIRIUS SATELLITE RADIO INC	SIRI	BLACK LEON D (Director)	7,307	\$5.64	7,307 (Direct)	View
2005-05-25 Option Award	2005-07-08 2:35 pm	2006-05-25 2015-05-25	SIRIUS SATELLITE RADIO INC	SIRI	GILBERTI LAWRENCE F (Director)	7,307	\$5.64	7,307 (Direct)	View
2005-05-25 Option Award	2005-07-08 2:35 pm	2006-05-25 2015-05-25	SIRIUS SATELLITE RADIO INC	SIRI	HOLDEN JAMES P (Director)	7,307	\$5.64	7,307 (Direct)	View
2005-05-25 Option Award	2005-07-08 2:35 pm	2006-05-25 2015-05-25	SIRIUS SATELLITE RADIO INC	SIRI	LIEBERFARB WARREN N (Director)	7,307	\$5.64	7,307 (Direct)	View
2005-06-27 Exercise	2005-06-29 4:02 pm	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	3,700,000 (Direct)	View
2005-06-02 Exercise	2005-06-03 11:59 am	1995-06-27 2005-06-27	SIRIUS SATELLITE RADIO INC	SIRI	GILBERTI LAWRENCE F (Director)	10,000	\$3.5	0 (Direct)	View
2005-05-31 Exercise	2005-06-01 5:02 pm	2005-06-01 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	600,000	\$1.04	4,300,000 (Direct)	View
2005-04-25	2005-04-25	2004-03-15	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director)	600,000	\$1.04	4,900,000	View

Exercise	4:26 pm	2013-08-11			Chairman of the Board)			(Direct)	
2005-01-10 Exercise	2005-01-11 9:06 pm	2003-03-07 2005-03-07	SIRIUS SATELLITE RADIO INC	SIRI	APOLLO ADVISORS IV LP APOLLO OVERSEAS PARTNERS IV LP APOLLO INVESTMENT FUND IV LP APOLLO MANAGEMENT IV LP (10% owner)	18,166,677	\$0.92	0 (Indirect)	View
2005-01-10 Exercise	2005-01-11 9:06 pm	2003-03-07 2005-03-07	SIRIUS SATELLITE RADIO INC	SIRI	APOLLO ADVISORS IV LP APOLLO OVERSEAS PARTNERS IV LP APOLLO INVESTMENT FUND IV LP APOLLO MANAGEMENT IV LP (10% owner)	27,250,013	\$1.04	0 (Indirect)	View
2004-12-23 Exercise	2004-12-23 3:58 pm	2004-07-01 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	250,000	\$1.04	550,000 (Direct)	View
2004-12-23 Exercise	2004-12-23 3:58 pm	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	500,000	\$1.04	1,200,000 (Direct)	View
2004-12-22 Exercise	2004-12-23 3:58 pm	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	2,000,000	\$1.04	5,500,000 (Direct)	View
2004-12-03 Exercise	2004-12-03 5:00 pm	2004-05-05 2014-05-05	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Operations & Sales)	1,000,000	\$3.14	1,800,000 (Direct)	View
2004-12-03 Exercise	2004-12-03 5:00 pm	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	250,000	\$1.85	750,000 (Direct)	View
2004-11-18 Option Award	2004-11-22 1:05 pm	2004-11-18 2014-11-18	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (Director Chairman of the Board)	2,000,000	\$4.72	2,000,000 (Direct)	View
2004-11-18 Option Award	2004-11-22 1:05 pm	2005-11-18 2014-11-17	SIRIUS SATELLITE RADIO INC	SIRI	KARMAZIN MEL (CEO Director)	30,000,000	\$4.72	30,000,000 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	2005-05-25 2014-05-25	SIRIUS SATELLITE RADIO INC	SIRI	BLACK LEON D (Director)	14,281	\$3.02	14,281 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	2004-11-25 2013-11-25	SIRIUS SATELLITE RADIO INC	SIRI	BLACK LEON D (Director)	20,537	\$2.1	20,537 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	2005-05-25 2014-05-25	SIRIUS SATELLITE RADIO INC	SIRI	HOLDEN JAMES P (Director)	14,281	\$3.02	14,281 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	2004-11-25 2013-11-25	SIRIUS SATELLITE RADIO INC	SIRI	HOLDEN JAMES P (Director)	20,537	\$2.1	20,537 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	2005-05-25 2014-05-25	SIRIUS SATELLITE RADIO INC	SIRI	GILBERTI LAWRENCE F (Director)	14,281	\$3.02	14,281 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	2004-11-25 2013-11-25	SIRIUS SATELLITE RADIO INC	SIRI	GILBERTI LAWRENCE F (Director)	20,537	\$2.1	20,537 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	2005-05-25 2014-05-25	SIRIUS SATELLITE RADIO INC	SIRI	LIEBERFARB WARREN N (Director)	14,281	\$3.02	14,281 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	2004-11-25 2013-11-25	SIRIUS SATELLITE RADIO INC	SIRI	LIEBERFARB WARREN N (Director)	20,537	\$2.1	20,537 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	2005-05-25 2014-05-25	SIRIUS SATELLITE RADIO INC	SIRI	MOONEY JAMES (Director)	14,281	\$3.02	14,281 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	2004-11-25 2013-11-25	SIRIUS SATELLITE RADIO INC	SIRI	MOONEY JAMES (Director)	20,537	\$2.1	20,537 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	2005-05-25 2014-05-25	SIRIUS SATELLITE RADIO INC	SIRI	MCGUINNESS MICHAEL (Director)	14,281	\$3.02	14,281 (Direct)	View
2004-06-17 Option Award	2004-06-21 3:57 pm	2004-11-25 2013-11-25	SIRIUS SATELLITE RADIO INC	SIRI	MCGUINNESS MICHAEL (Director)	20,537	\$2.1	20,537 (Direct)	View
2004-05-05 Option Award	2004-05-07 3:09 pm	2004-05-05 2014-05-05	SIRIUS SATELLITE RADIO INC	SIRI	Greenstein Scott Andrew (Pres., Entertainment & Sports)	2,800,000	\$3.14	2,800,000 (Direct)	View
2004-05-05 Option Award	2004-05-07 3:09 pm	2004-05-05 2014-05-05	SIRIUS SATELLITE RADIO INC	SIRI	MEYER JAMES E (President, Operations & Sales)	2,800,000	\$3.14	2,800,000 (Direct)	View
2004-04-02 Exercise	2004-04-05 4:09 pm	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	300,000	\$1.04	1,700,000 (Direct)	View
2004-03-24 Exercise	2004-03-26 4:04 pm	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	RYAN MARY PATRICIA (EVP, Marketing)	200,000	\$1.04	1,400,000 (Direct)	View
2004-03-25 Exercise	2004-03-26 4:04 pm	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	LAPLANTE JOSEPH (EVP, Programming)	125,000	\$1.04	750,000 (Direct)	View
2004-03-16 Exercise	2004-03-18 10:57 am	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	RYAN MARY PATRICIA (EVP, Marketing)	150,000	\$1.04	1,600,000 (Direct)	View

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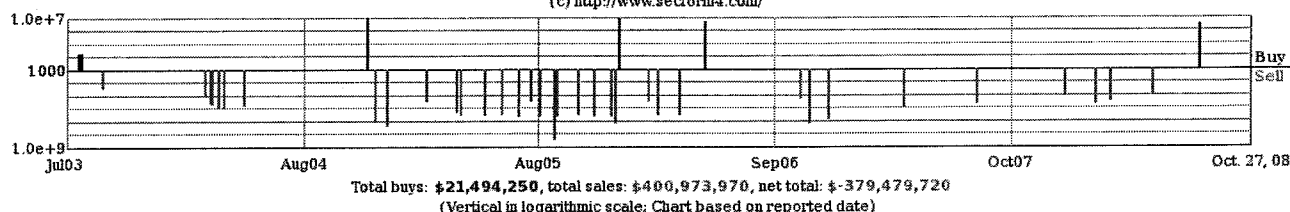
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"Insiders might sell their shares for any number of reasons, but they buy them for only one: they think the price will rise!"

- Peter Lynch ==>> [What is insider trading>>](#)

SIRI Insider Trading - Sirius Satellite Radio Inc
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**Sirius Satellite Radio Inc: Insider Trading and Stock Options**[Goto page Prev, 0, 1, 2, 3](#)**Common stock purchase or sale:**

Transaction & Date	Reported Date	Company	Symbol	Insider Relationship	Shares Traded	Average Price	Total Amount	Shares Ownership	Filing
2004-03-15 Sale	2004-03-17 3:52 pm	SIRIUS SATELLITE RADIO INC	SIRI	LAPLANTE JOSEPH (EVP, Programming)	125,000	\$3.021	\$377,612	628,430 (Direct)	View
2001-11-27 Purchase(A)	2004-03-16 2:25 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (President & CEO Director)	10,000	\$5.8	\$58,000	10,000 (Indirect)	View
2003-03-06 Purchase(A)	2004-03-16 2:25 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (President & CEO Director)	50,000	\$0.4965	\$24,825	150,000 (Indirect)	View
2002-10-21 Purchase(A)	2004-03-16 2:25 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (President & CEO Director)	40,000	\$0.8446	\$33,784	50,000 (Indirect)	View
2003-12-31-2004-01-07 Sale	2004-03-09 2:59 pm	SIRIUS SATELLITE RADIO INC	SIRI	JOHNSON GUY D (EVP, Sales & Product Planning)	68,000	\$1.684	\$114,496	33,000 (Direct)	View
2003-09-19 Sale	2003-09-23 1:49 pm	SIRIUS SATELLITE RADIO INC	SIRI	LEDFORD MICHAEL S (EVP, Engineering)	12,500	\$1.972	\$24,645	25,000 (Direct)	View
2003-08-15 Purchase	2003-08-18 4:36 pm	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	10,000	\$1.64	\$16,400	612,000 (Direct)	View
2003-08-11 Purchase	2003-08-13 2:52 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (President & CEO Director)	10,000	\$1.66	\$16,600	10,000 (Indirect)	View

(A) Indicate amendment filing.

Other transactions:

Transaction & Date	Reported Date	Company	Symbol	Insider Relationship	Shares Traded	Average Price	Total Amount	Shares Ownership	Filing
2004-03-15 Exercise	2004-03-17 3:52 pm	SIRIUS SATELLITE RADIO INC	SIRI	LAPLANTE JOSEPH (EVP, Programming)	125,000	\$1.04	\$130,000	753,430 (Direct)	View
2004-03-08 Option Award	2004-03-09 2:59 pm	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	40,762	\$0	\$0	1,240,762 (Direct)	View
2004-03-08 Option Award	2004-03-09 2:59 pm	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (President & CEO Director)	97,602	\$0	\$0	4,697,602 (Direct)	View
2004-03-08 Option Award	2004-03-09 2:59 pm	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	20,799	\$0	\$0	632,799 (Direct)	View
2004-03-08 Option Award	2004-03-09 2:59 pm	SIRIUS SATELLITE RADIO INC	SIRI	JOHNSON GUY D (EVP, Sales & Product Planning)	65,069	\$0	\$0	98,069 (Direct)	View
2004-03-08 Option Award	2004-03-09 2:59 pm	SIRIUS SATELLITE RADIO INC	SIRI	LAPLANTE JOSEPH (EVP, Programming)	28,430	\$0	\$0	628,430 (Direct)	View
2004-03-08 Option Award	2004-03-09 2:59 pm	SIRIUS SATELLITE RADIO INC	SIRI	LEDFORD MICHAEL S (EVP, Engineering)	39,977	\$0	\$0	964,977 (Direct)	View
2004-03-08 Option Award	2004-03-09 2:59 pm	SIRIUS SATELLITE RADIO INC	SIRI	RYAN MARY PATRICIA (EVP, Marketing)	37,809	\$0	\$0	1,097,809 (Direct)	View
2003-12-03 Option Award	2003-12-03 4:23 pm	SIRIUS SATELLITE RADIO INC	SIRI	LEDFORD MICHAEL S (EVP, Engineering)	900,000	\$0	\$0	925,000 (Direct)	View
2003-08-11 Option Award	2003-08-12 10:36 am	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (President & CEO Director)	4,500,000	\$0	\$0	4,600,000 (Direct)	View
2003-08-11 Option Award	2003-08-12 10:36 am	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	1,200,000	\$0	\$0	1,200,000 (Direct)	View
2003-08-11 Option Award	2003-08-12 10:36 am	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	600,000	\$0	\$0	602,000 (Direct)	View
2003-08-11 Option Award	2003-08-12 10:36 am	SIRIUS SATELLITE RADIO INC	SIRI	LAPLANTE JOSEPH (EVP, Programming)	600,000	\$0	\$0	600,000 (Direct)	View
2003-08-11	2003-08-12			RYAN MARY PATRICIA				1,060,000	

Option Award	10:36 am	SIRIUS SATELLITE RADIO INC	SIRI	(EVP, Marketing)	1,050,000	\$0	\$0	(Direct)	View
Stock options: Exercise, Award, Grant, Conversion									
Transaction & Date	Reported Date	Exercisable Expiration	Company	Symbol	Insider Relationship	Shares Traded	Conversion Price	Shares Ownership	Filing
2004-03-15 Exercise	2004-03-17 3:52 pm	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	LAPLANTE JOSEPH (EVP, Programming)	125,000	\$1.04	875,000 (Direct)	View
2001-11-26 Option Award	2004-03-16 2:25 pm	2004-11-26 2014-11-26	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (President & CEO Director)	750,000	\$5.25	750,000 (Direct)	View
2001-11-26 Option Award	2004-03-16 2:25 pm	2003-11-26 2013-11-26	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (President & CEO Director)	750,000	\$5.25	750,000 (Direct)	View
2001-11-26 Option Award	2004-03-16 2:25 pm	2002-11-26 2012-11-26	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (President & CEO Director)	750,000	\$5.25	750,000 (Direct)	View
2001-11-26 Option Award	2004-03-16 2:25 pm	2001-11-26 2011-11-26	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (President & CEO Director)	750,000	\$5.25	750,000 (Direct)	View
2003-12-03 Option Award	2003-12-03 4:23 pm	2004-03-15 2013-10-20	SIRIUS SATELLITE RADIO INC	SIRI	LEDFOORD MICHAEL S (EVP, Engineering)	1,500,000	\$1.04	1,500,000 (Direct)	View
2003-12-03 Option Award	2003-12-03 4:23 pm	2004-07-01 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	LEDFOORD MICHAEL S (EVP, Engineering)	600,000	\$1.04	600,000 (Direct)	View
2003-10-20 Option Award	2003-10-21 11:26 am	2005-03-15 2013-10-20	SIRIUS SATELLITE RADIO INC	SIRI	JOHNSON GUY D (EVP, Sales & Product Planning)	500,000	\$1.04	500,000 (Direct)	View
2003-10-20 Option Award	2003-10-21 11:26 am	2004-03-15 2013-10-20	SIRIUS SATELLITE RADIO INC	SIRI	JOHNSON GUY D (EVP, Sales & Product Planning)	1,500,000	\$1.04	1,500,000 (Direct)	View
2003-08-11 Option Award	2003-08-12 10:36 am	2004-07-01 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (President & CEO Director)	3,000,000	\$1.04	3,000,000 (Direct)	View
2003-08-11 Option Award	2003-08-12 10:36 am	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	CLAYTON JOSEPH P (President & CEO Director)	7,500,000	\$1.04	7,500,000 (Direct)	View
2003-08-11 Option Award	2003-08-12 10:36 am	2004-07-01 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	800,000	\$1.04	800,000 (Direct)	View
2003-08-11 Option Award	2003-08-12 10:36 am	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	DONNELLY PATRICK L (EVP, General Counsel & Sec.)	2,000,000	\$1.04	2,000,000 (Direct)	View
2003-08-11 Option Award	2003-08-12 10:36 am	2004-07-01 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	400,000	\$1.85	400,000 (Direct)	View
2003-08-11 Option Award	2003-08-12 10:36 am	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	FREAR DAVID J (EVP and CFO)	1,000,000	\$1.85	1,000,000 (Direct)	View
2003-08-11 Option Award	2003-08-12 10:36 am	2004-07-01 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	LAPLANTE JOSEPH (EVP, Programming)	400,000	\$1.04	400,000 (Direct)	View
2003-08-11 Option Award	2003-08-12 10:36 am	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	LAPLANTE JOSEPH (EVP, Programming)	1,000,000	\$1.04	1,000,000 (Direct)	View
2003-08-11 Option Award	2003-08-12 10:36 am	2004-07-01 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	RYAN MARY PATRICIA (EVP, Marketing)	700,000	\$1.04	700,000 (Direct)	View
2003-08-11 Option Award	2003-08-12 10:36 am	2004-03-15 2013-08-11	SIRIUS SATELLITE RADIO INC	SIRI	RYAN MARY PATRICIA (EVP, Marketing)	1,750,000	\$1.04	1,750,000 (Direct)	View
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I am employed in the County of Orange, State of California. I am over the age of 18 years and not a party to the within action. My business address is **HORWITZ, CRON & JASPER, PLC, FOUR VENTURE PLAZA, SUITE 390, IRVINE, CA 92618**

On October 28, 2008 I served the foregoing document described as **VERIFIED FIRST AMENDED COMPLAINT FOR VIOLATIONS OF THE FEDERAL RACKETEER INFLUENCED AND CORRUPT ORGANIZATIONS ACT, BREACH OF FIDUCIARY DUTY, AND THE SHERMAN ACT** on the interested parties in this action.

[xx] by placing the original and/or a true copy thereof enclosed in (a) sealed envelope(s), addressed as follows:

SEE ATTACHED MAILING LIST

[XX] **BY REGULAR MAIL:** I deposited such envelope in the mail at 4 Venture Plaza, Irvine, California. The envelope was mailed with postage thereon fully prepaid.

I am "readily familiar" with the firm's practice of collection and processing correspondence for mailing. It is deposited with the U.S. Postal Service on that same day in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than (1) day after date of deposit for mailing in affidavit.

BY THE ACT OF FILING OR SERVICE, THAT THE DOCUMENT WAS PRODUCED ON PAPER PURCHASED AS RECYCLED.

[] **BY FACSIMILE MACHINE:** I Tele-Faxed a copy of the original document to the above facsimile numbers.


[] **BY OVERNIGHT MAIL:** I deposited such documents at the Federal Express Drop Box located at 4 Venture Plaza, Irvine, California 92618. The envelope was deposited with delivery fees thereon fully prepaid.

[] **BY PERSONAL SERVICE:** I caused such envelope(s) to be delivered by hd to the above addressee(s).

[XX] (State) I declare under the penalty of perjury under the laws of the State of California that the foregoing is true and correct.

[] (Federal) I declare that I am employed in the office of a member of the Bar of this Court, at whose direction the service was made.

Executed on October 28, 2008 at Irvine, California



Bonne Lyons
Declarant

PROOF OF SERVICE MAILING LIST
HARTLEIB V. SIRIUS SATELLITE RADIO, INC., ETC.
USDC CASE NO: SACV08-00790 CJC (ANx)

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Michael L. Charlson, Esq. (<i>Michael.Charlson@hellerehrman.com</i>) HELLER EHRMAN, LLP 275 Middlefield Road Menlo Park, CA 94025-3506 Telephone: (650) 324-7000 Facsimile: (650) 324-0638	
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